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MARKED MAN!

The head of Roxxon Oil sics the world's greatest mercenary, Silver Sable, on Spider-Man to learn why the web-spinner has targeted Roxxon on his nightly patrols. How violently Ms. Sable wants to handle the situation is strictly up to her. Spinning out of the Ultimate Spider-Man video game (written and designed by our longstanding team of Bendis and Bagley), Ultimate Silver Sable might be the most dangerous foe Spidey has ever faced! Plus: the mystery of Ultimate Omega Red!

Collecting *Ultimate Spider-Man #86-90* and *Annual #1*, written by Brian Michael Bendis *(New Avengers)* and illustrated by Mark Bagley *(The Pulse)* with Mark Brooks *(New X-Men)*.

MARVEL

A

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ULTIMATE
SPIDER-MAN®
ISSUE
86
SILVER SABLE: PART 1
BENDIS
BAGLEY
HANNA
MARVEL

PREVIOUSLY

ULTIMATE SPIDER-MAN

The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Having recently broken up with his girlfriend Mary Jane Watson, Peter Parker thought life couldn't get any worse. Little did he know that while his personal life crumbled around him, his life as Spider-Man would become more complicated and dangerous than ever before.

Writer
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Mark Bagley

Inker
Scott Hanna

Colorist
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Letterer
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One month ago
ERT
DAMAGE CONTROL
SUPER-POWERED CLEANUP SINCE 1999
Someone call about a cleanup?
PILEDRIVER
WRECKER

Uh, yeah.
RDXX
You the guy who called?
Uh, yeah, I'm Jermaine Exum. I, uh. The insurance people told me to call you.
Yeah.
I didn't even know you guys *existed.*
We're in the book. So give me the rundown.
What happened here exactly?
ROXXON
Well...we were expecting a cargo ship dock and it was here on schedule...
FRUIT
But when it *got* here...

"It went kaboom!"
S.S. ROXXON
ROXXON

NOW THAT'S AN ENTRANCE!!
OKAY, SO, RAISE YOUR HANDS, YOU HOMO SAPIEN MONGRELS, YOU!!
WHICH ONE OF YOU WANTS TO BE THE ONE THAT SURVIVES TO TELL THE TALE OF HOW OMEGA RED TORE THIS PLACE TO THE GROUND!!!
Tell me you ain't dis crazy!?
Dis is my livelihood, you dumb %#&@!!
You lookin' for a beatin'??
AWWW...
IT'S CUTE THAT YOU'D TRY.
BUT DON'T MAKE IT SO PERSONAL--
--THIS AIN'T ABOUT YOU EVEN IN THE SLIGHTEST POSSIBLE...
THWAP

THE LOVE BOAT...EXCITING AND NEW!!!
Everybody, now!!!
KTANG
CAN'T BELIEVE I GOT SIDESWIPED LIKE THAT!
SPACHHH
You can't believe it...I almost wore that exact same outfit today...
...boy, would that have been embarrassing!!
SPASH
SPIDER-MAN. FOR REAL?
THOUGHT YOU'D BE TALLER.
I thought I'd beyyYYIY!

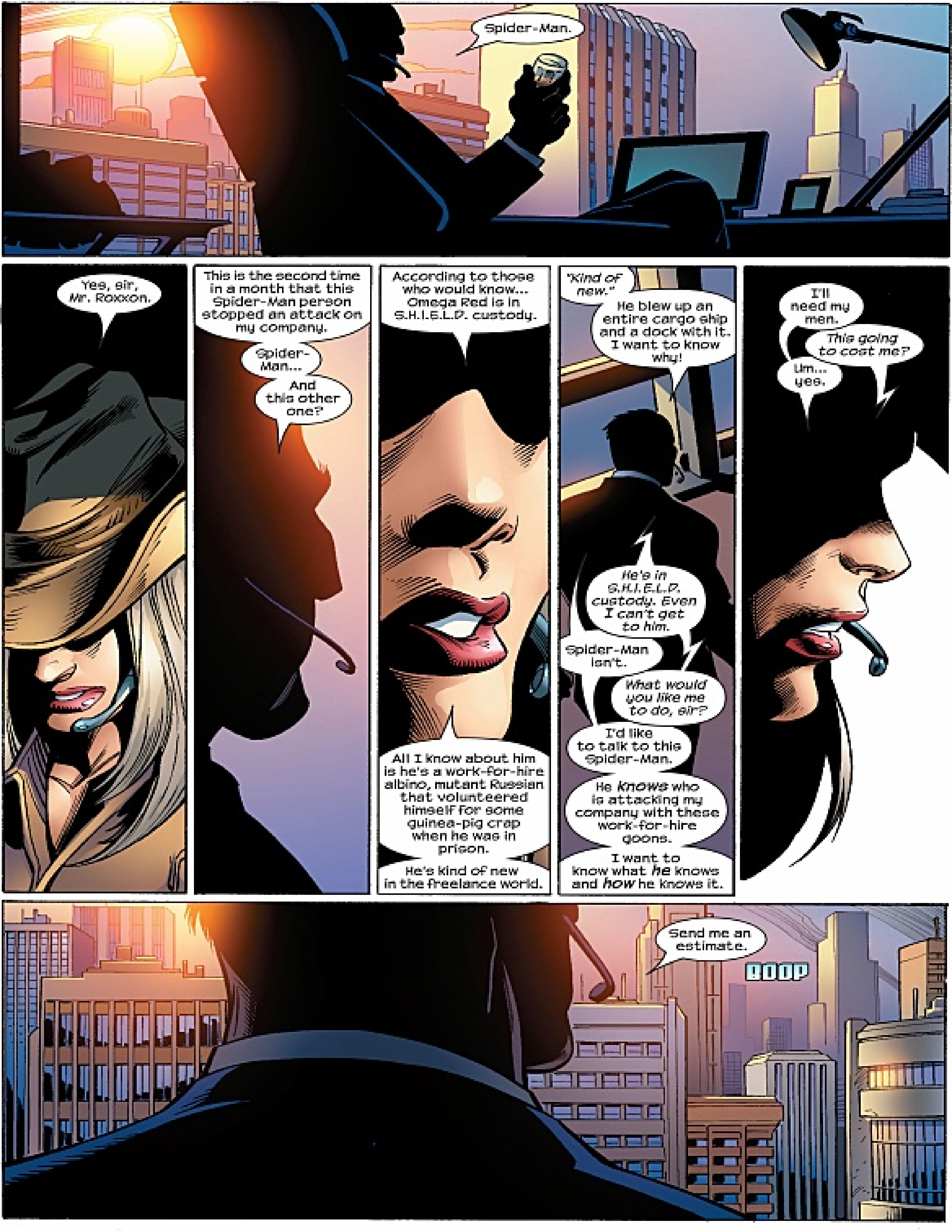
WHAT ARE YOU? TWELVE?
¡Kk¡ What are you? President of the Doctor Octopus fan--
VING
CAN'T STAND STUPID CORNY JOKING!
CAN'T STAND IT!!
NOW, WHERE WAS I?
OH YEAH!
THWIP
THWIP
Oh no!
SPACK
SPACK
SPACK

AAAGGG!!
YOUR BOSS SURE DO KNOW HOW TO TICK PEOPLE OFF! HUH?
My boss?
This...
CALL ME A SICKO...BUT I LOVE THAT YOU IDIOTS DON'T EVEN KNOW WHAT YOU'RE DYING FOR...
I-I don't understand.
I KNOW. THAT'S WHAT I'M SAYING.
This...
...is going to completely hurt.

WHAM
ROXXON
Agh!
OW!
CRASH
WFOOOH
SPASH
RRR...
A KID...
IT IS A KID. IT'S JUST A LITTLE...
You know, Pillsbury Dough Boy, I'd ask you what you're doing here...

But honestly...
I don't think...
I care.
YOU KNOW WHAT I'M GOING TO DO TO YOU WHEN I--
Shush!
KRRASH!!
Woof!
Uh, anyone got any Advil?
Ow.
"I- I never seen anything like it."

Omega Red?
I didn't name him.
And Spider-Man?
Yeah! The cops came and Spider-Man...he just up and left.
And this Omega Red?
Cops called some federal agency--
S.H.I.E.L.D.
Yeah. And they took him away in this big round thing.
It's a Stark 554-alpha wave power neutralizer.
Uh, okay. I - I couldn't believe he was still alive.
Okay, I'm going to have to get you to get your people out of here.
We're going to do a full sweep of the area for toxins and then we'll start the cleanup.
Toxins.
Well, yeah, he's a mutant assassin. He might have sprayed you with any number of things.
Uh...
Don't worry about it.
Uh...what's this going to *cost?*
If your insurance is paid up... nothing.
This is a nightmare.
Eh. This isn't bad at all.
You've seen worse?
FRUIT
You see what the Hulk did downtown?
I heard that was a hoax.
What?
I heard it--
Sir? Yes. Spider-Man.
That's confirmed.


Spider-Man.
Yes, sir, Mr. Roxxon.
This is the second time in a month that this Spider-Man person stopped an attack on my company.
Spider-Man...
And this other one?
According to those who would know... Omega Red is in S.H.I.E.L.D. custody.
All I know about him is he's a work-for-hire albino, mutant Russian that volunteered himself for some guinea-pig crap when he was in prison.
He's kind of new in the freelance world.
"Kind of new."
He blew up an entire cargo ship and a dock with it. I want to know why!
He's in S.H.I.E.L.D. custody. Even I can't get to him.
Spider-Man isn't.
What would you like me to do, sir?
I'd like to talk to this Spider-Man.
He knows who is attacking my company with these work-for-hire goons.
I want to know what he knows and how he knows it.
I'll need my men.
This going to cost me?
Um... yes.
Send me an estimate.
BOOP

Two weeks ago
Chen?
Chen!!??
I'm here, Powell.
Jeez, don't do that.
Of course, I'm here, I've been here for two weeks. Where else am I going to be?
Anything?
Are you serious?
You need to report at the top of the hour- it's nine minutes after.
If there was something to report, Powell, I'd report it.
Hey, don't get snotty. You're getting paid.
Barely.
That's the world of freelance, baby.
Powell, this isn't what I want to do all day, okay?
Stand here waiting for a guy in his tights to swing over my--
Boys!!!
Radio silence means what?
Sorry Silver, I was just trying to get the top of the hour.
You're still talking.
Hey, Silver, if the man wants to see Spider-Man so bad why doesn't he just rent the movie?
Did you see that movie?
I kinda liked it.
...guys.

Boys, I'm docking you if I hear one more word.
Uh, Silver?
I'm not kidding!!
I have him!!!
You have him?
C-confirmed! He's heading towards the Queensborough.
Wildpack, move!!
He's headed towards Queens! That's you, Quentino.
I don't- I- I see him!
I see him!

I'm on him.
This is Quentino. Does anyone know Queens?
This is Powell. Yeah, I grew up there.
I thought you grew up in Forest Hills.
I know Queens.
He cleared the bridge.
Stay on him! We're en route.
Uh...
Tell me something.
I lost him.
What?!!
He just dropped to the ground in between a couple of buildings.
You lost him???
He dropped to the ground, Sable!!
What should I do--jump out of my copter??
If you don't find him, I would.

One week ago
Got him!!
Location.
Hold on. He's heading towards the city.
Where'd he come *from*??
MIDTOW
HIGH
Huh.

Today
IPS
If I have to look at these high school hotties one more second...
You're disturbed.
Who lets their kid leave the house like that?
You need structure in your life.
Or a woman.
Sitting in this truck day after day waiting for a super hero isn't structure?
So, what's the call? Is he a teacher or student?
Teacher.
Super-hero teacher?
Super-hero student?
Guys!
He's on the roof.
Do you see- there!! We got him.
Oh wait! He just dropped by the dumpsters.
I can't get any lower with the power lines.
I got him. Sable?
Confirmed?
We got him.
Take him!

ZZZTTT
ZZZTTTT
AAAIIEEE!!!
Report.
We-
we got
him.
Pull the truck
around and let's
get out of
here.
We got
him.
Bonus.
That's right,
bonus.

Here's his wallet, Sable.
We should videotape him and sell it. You know how *much* the tape would be worth?
It's not the gig, Powell.
We essentially kidnapped someone. And you want to tape it and hand it to the media?
Look at that, boss.
He's sixteen?
He's *sixteen?*
He is.
Spider-Man is sixteen?
He looks older.
Oh man. We *gotta* tape this.
Where's the costume?
You, uh, you didn't say bring the costume.
I had to *say* bring the costume?
I...guess it's still somewhere in that alley. I'll swing by and get it after I scarf my burger.
Record's clean. Job after school...
His grades suck. Nothing out of the ordinary.
Anything about Roxxon? Any relation? Relatives that work there?
Nope. No.
Wake him up.
Nnn...

Good morning, Spider-Man.
You were not an easy man to track down.
What- what did you call me?
Yes, yes...
In the grueling process of locating you...we *did* sort of kind of unmask you...
Sorry about that. I know you were trying to hide it for your own reasons. I respect that. But...
Who are you?
You're not in trouble and we're not going to hurt you.
We just need to talk to you. Actually the man who *hired* us wants to talk to you...
And because of the oddball nature of your dual life as Spider-Man, we really didn't have any other way of...
Spider-Man?
I'm- I'm not Spider-Man.
My- my name is Flash Thompson. I go to high school.

We know. And it's okay.
You can drop the secret identity shtick.
We know who you are.
Is this a joke? Are you pranking me?
I'm- I'm not Spider-Man!!
What? Is this gonna be on MTV?
I- I go to high school...
I'm not...
Stand him up.
Ah!
FWK
I- I really don't understand. I was just--

WHACK
CRASH
That.
Is.
Not.
Spider-Man.
To be continued...

ULTIMATE SPIDER-MAN

Greeting, Mighty Marvelites! Before we get to your letters, we wanted to take a moment to bid farewell to colorist J.D. Smith. J.D. has moved on to some comic called *Wolverine* (and you can find his work on the *Ultimate Vision* flip book in this very comic!) and we'll all miss him.

But—we couldn't be more excited to welcome our new colorist, Justin Ponser! You probably know Justin from *Ultimate X-Men* and *Ultimate Fantastic Four*—and of course *Young Avengers*! We're honored he's brought his prestigious palette to our favorite book!

But now…letters!

I bought the first *Ultimate Spider-Man* graphic novel a while back and have been hooked ever since. I have some problems, though.

I have a bone to pick with the people saying "Gwen's death was bad, but never bring her back." The problem in the 616 Universe was that people were brought back too often, for too little reason, so fans overreact. There are many, many possible backdoors with the mysterious nature of the symbiotes.

Basically, if it's well-written and not overused, that's all that matters. While she seemed a good character to kill off for emotional impact, so would Mary Jane or Peter. Telling a good story comes before telling a realistic one. Gwen was one of the few characters I could truly relate to, and the comic feels emptier now.

Rosalie Walsh

We feel for you, Rosalie…if you read the *USM* #84 letters page, you know you're not alone. Many *USM* readers are missing Gwen.

Dear Spider Writers:

Just bought issue 82 of *Ultimate Spider-Man*. Fantastic. The humor was great, and I like the way you portrayed the Black Cat. A big improvement over the way she was portrayed in the past. I notice you have been putting guest stars in *USM*. Not bad—except when is the Vision going to guest-star?

John Stebor

Hmm…the Vision, you say? Okay, John, here's what you do. Take the magazine you're holding right now. Good. Okay, now…turn it over. And…start reading. Oh, yeah. We know how to keep the fans happy.

To Ralph,

I stopped reading this title just before it reached the 50-issue mark. My friends continued with it, but I'd begun to lose interest in where the characters were going.

Until "Warriors" hit the shelves. I was very interested to see the Ultimate version of Moon Knight, Iron Fist, and Shang-Chi, and even contemplated waiting for the trade paperback to come out. But impatience got the better of me and I'm now five issues into the story, and loving it!

Who would've thought that all it took to get me reading this title again was simply bringing in guest stars? Makes me wonder who we have in store for upcoming issues...

All the best,

Maarten Bouw
Melbourne, Australia

Glad you're back, Maarten…and, as always, the best is yet to come.

Bendis and staff,

Let me start off by saying that I can't tell you how great *Ultimate Spider-Man* continues to be! I've been a fan of Spidey since the mid-nineties and I don't think he's ever looked better than he does right now! Every issue continues to amaze me and I can't wait to read the conclusion to "Warriors"!

I've got a few questions. I was re-reading Black Cat's first appearance in issue #50 and Mary Jane mentions studying for mid-terms. Can we expect to see Peter and the crew move on to Junior year by issue 100? All I remember from my Junior year is that it was a lot more work than Sophomore year—a complication Peter doesn't need. Also, every time Pete meets Black Cat she makes some kind of reference to his costume. Any chance we will see her present him with the black cloth version she thought was "way sexier"?

Again, great work! Keep it up!

Christian Roeber
State College, PA

We're having lots of fun keeping Peter and the gang in high school, so I think we'll be keeping things moving slow for now. Besides, Junior year is SAT year. Why would you wish that on Peter? And I don't know if Black Cat's going to present Peter with *anything* after last issue…

Dear *Ultimate Spider-Man* letter page,

Last week I rented the *USM* videogame and within the same day I beat it! I could not put it down—the game was awesome. It was just so cool to see the comic come to life, hear the characters' voices, and that kind of stuff, but I have a few questions.

1. In the game there is an Ultimate Beetle, will he ever appear in the comic book?
2. Does the game affect the comic book, and if not how will Mr. Bendis bring back Ultimate Venom for the comic book?
3. Will there ever be an Ultimate Scorpion or an Ultimate Mysterio in the comic book?

Sincerely,
Alec Berry

1. Maybe.
2. It takes place in the same universe, but it's not like you *have* to play it to read the comic. The continuity of the game is the same as ours. Except when Peter keeps dying when I play…
3. Maybe.

Wow! I just finished the *Ultimate Spider-Man* videogame and I wanted to thank Brian Michael Bendis, Mark Bagley, Activision, and everyone at Ultimate Marvel for making such an awesome game. This has got to be the best Spider-Man, if not the best super-hero, game ever! Thanks.

Now about my favorite comic book: I am loving the "Warriors" arc, and the *Annual* was great as well. I only have one complaint. The whole Peter/Kitty thing is interesting, but I personally hope it doesn't last for very long. MJ is my favorite character, besides Peter, and I frankly like it better when she's dating Peter or playing a big part in the story. If Peter is going out with Shadowcat, MJ probably won't be that significant anymore. So please get her back with Peter as soon as possible. Thanks, and keep rocking!

Jason Hendricks

Never fear, Jason. Whether she's with Peter or not, MJ will always be significant. And you gotta admit, the Peter and Kitty relationship is pretty darn cool…

Ultimate Spider-Man Folks:

Sadly, the "Warriors" story arc will be ending soon and we will be moving on to tales hopefully as good or better.

Ultimate Silver Sable made her debut in the new *Ultimate Spider-Man* game. The game being (reportedly) in continuity, I was wondering how Bendis, or anyone working on *USM*, plans to keep the people who won't play the game in the loop on the story and character developments in the game. Surely Spidey and Silver Sable will already know each other when the new story arc hits, leaving many readers confused.

I doubt there will be a recap issue, but maybe there could be a short blurb somewhere to keep the non-gamers updated.

Ryan Draz

Hopefully this issue cleared all that up for you. Bendis does it seamlessly, doesn't he?

Now—be sure to read the first chapter of the *Ultimate Vision* story, that leads right in to *Ultimate Extinction* in January! It's free, and it's right on the other side of this comic!

Next: Well, Sable has problems, Flash has problems. And we know Peter has problems. What do you do with a Spider-Man who isn't Spider-Man?!? Plus—Peter's new girlfriend, *Ultimate X-Men*'s Kitty Pryde, stops by for a visit! All that and a cliffhanger even our wallcrawler might not be able to escape from…be here in three weeks for "Silver Sable" part 2!

CAROLINE McGRAW — SPECIAL THANKS
JOHN BARBER & NICOLE WILEY — ASSISTANT EDITORS
RALPH MACCHIO — EDITOR
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MARK LETTERS AND E-MAIL
"OKAY TO PRINT"

The Triskelion:
Headquarters of the government's Supehuman Defense Initiative under the command of General Nick Fury.
How's the big brainstorming session coming along, Reed? Am I missing anything spectacular?
We've got two hundred of the world's smartest people under a single roof, Doctor Wilson.
It's a nightmare.
General Fury asked if you could finish up here and join us for the *late shift*. I think he's hoping you'll bring a fresh head to the table because the rest of us have nothing.
VISIONS 1 OF 6
MARK MILLAR WRITER
JOHN ROMITA JR. PENCILS
JIMMY PALMIOTTI INKS
J.D. SMITH COLORS
CHRIS ELIOPOULOS LETTERS
JOE MADUREIRA & CHRISTIAN LICHTNER COVER
JACOB CHABOT PRODUCTION
JOHN BARBER NICOLE WILEY ASSISTANT EDITORS
RALPH MACCHIO EDITOR
JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER

Tell Nick I'm fine where I am.
You think we're going to beat this thing? This Gah Lak Tus creature, I mean. You think we'll really come up with something to *stop* it in time?
How *old* are you again, Reed?
Nineteen.
Of course we're going to beat it, son, but this piece of hardware knows more about that entity than everyone in that Think Tank put together.
No way I'm going to waste my time listening to Tony Stark slurring over a martini when a genuine piece of alien super-technology is lying right here under our noses.
What do you mean? You think you can turn The Vision into some kind of *weapon?*
This consciousness is more alien and advanced than anything that's ever touched the Earth before, Reed. Who knows *what* we'll find to play with here?
Power surge through the chest-plate--

Cerebral cortex is lighting up like a Christmas tree. What the hell's going on?
Don't touch it. Meter readings are off the scale...
Thank you, Doctor Wilson, but I believe I can take care of things from here.
Jeez!
Please don't be alarmed. The pico-bots are nothing more than an extension of my immune system, gentlemen.
They're simply scanning the room for whatever materials they can utilize to rebuild the damage done after eight decades in that Russian silo.
What... who are you?
Who sent you here?

My name is The Vision and I'm a herald sent to warn you of an extinction-level event.
Please listen carefully.
TO BE CONTINUED IN ULTIMATE X-MEN #65

BONUS ULTIMATE VISION STORY INSIDE!
ISSUE
87
ULTIMATE
SPIDER-MAN
SILVER SABLE: PART 2
BENDIS
BAGLEY
HANNA
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Having recently broken up with his girlfriend Mary Jane Watson, Peter Parker thought life couldn't get any worse. Little did he know that while his personal life crumbled around him, his life as Spider-Man would become more complicated and dangerous than ever before, when the dangerous mercenary group The Wild Pack, lead by the beautiful and deadly Silver Sable, is hired to capture Spider-Man!

The Pack tracks Spider-Man to Midtown High School, and as Spidey changes out of his costume, the mercenaries make their move! Back at the Wild Pack's makeshift base, Silver Sable quickly deduces that the boy they've captured isn't really Spider-Man—just a high school student named Flash Thompson!

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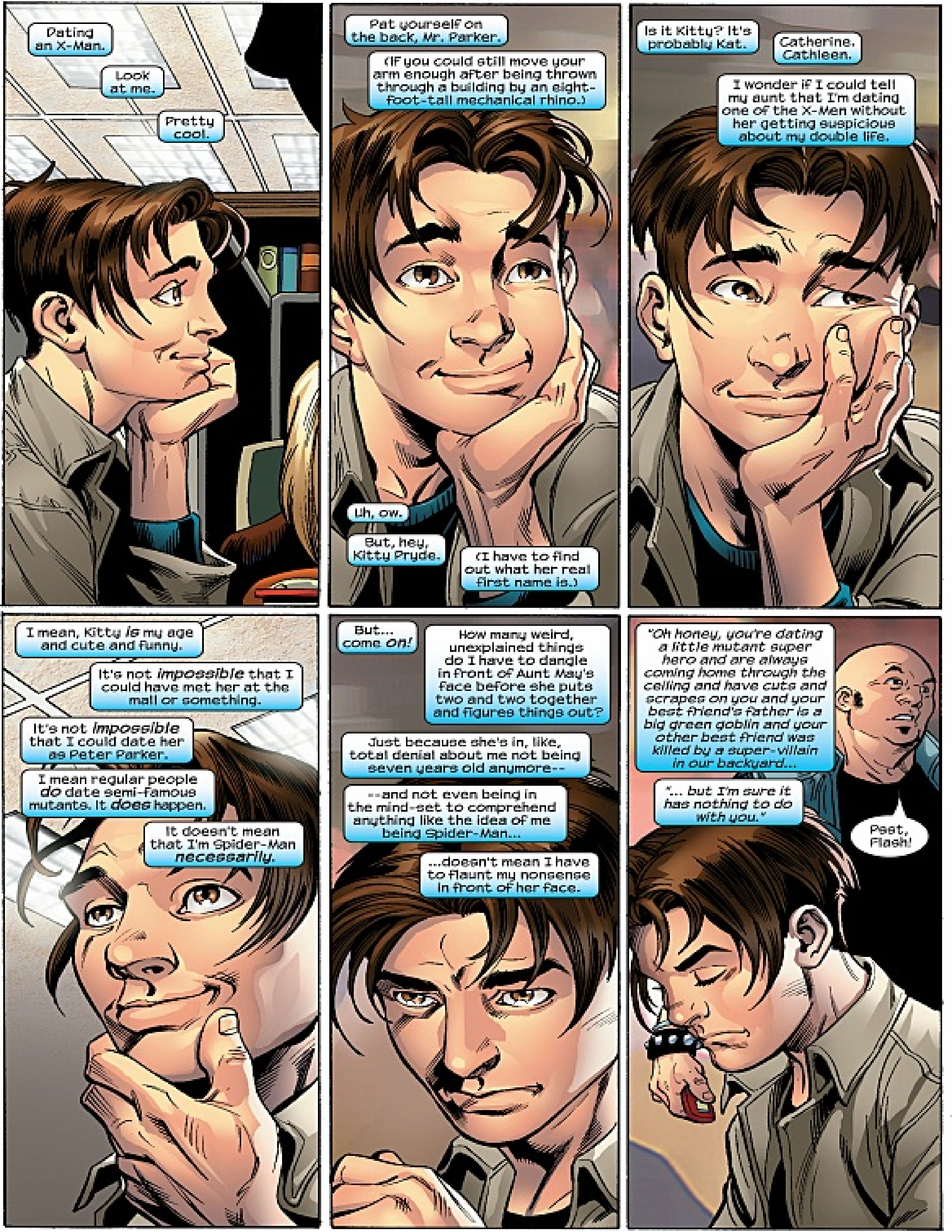
Midtown High School
What the hell are you so happy about, Peter Parker?
What the hell are you so happy about!!!?
You break up with me and now you're sitting there smiling??
It's one thing if you want to be as miserable as me--
--but don't just sit there with a stupid smirk on your face!
WHAT THE HELL ARE YOU SO HAPPY ABOUT!!???


Dating an X-Man.
Look at me.
Pretty cool.
Pat yourself on the back, Mr. Parker.
(If you could still move your arm enough after being thrown through a building by an eight-foot-tall mechanical rhino.)
Uh, ow.
But, hey, Kitty Pryde.
(I have to find out what her real first name is.)
Is it Kitty? It's probably Kat.
Catherine. Cathleen.
I wonder if I could tell my aunt that I'm dating one of the X-Men without her getting suspicious about my double life.
I mean, Kitty *is* my age and cute and funny.
It's not *impossible* that I could have met her at the mall or something.
It's not *impossible* that I could date her as Peter Parker.
I mean regular people *do* date semi-famous mutants. It *does* happen.
It doesn't mean that I'm Spider-Man *necessarily.*
But... come *on!*
How many weird, unexplained things do I have to dangle in front of Aunt May's face before she puts two and two together and figures things out?
Just because she's in, like, total denial about me not being seven years old anymore--
--and not even being in the mind-set to comprehend anything like the idea of me being Spider-Man...
...doesn't mean I have to flaunt my nonsense in front of her face.
"Oh honey, you're dating a little mutant super hero and are always coming home through the ceiling and have cuts and scrapes on you and your best friend's father is a big green goblin and your other best friend was killed by a super-villain in our backyard...
"... but I'm sure it has nothing to do with you."
Psst, Flash!

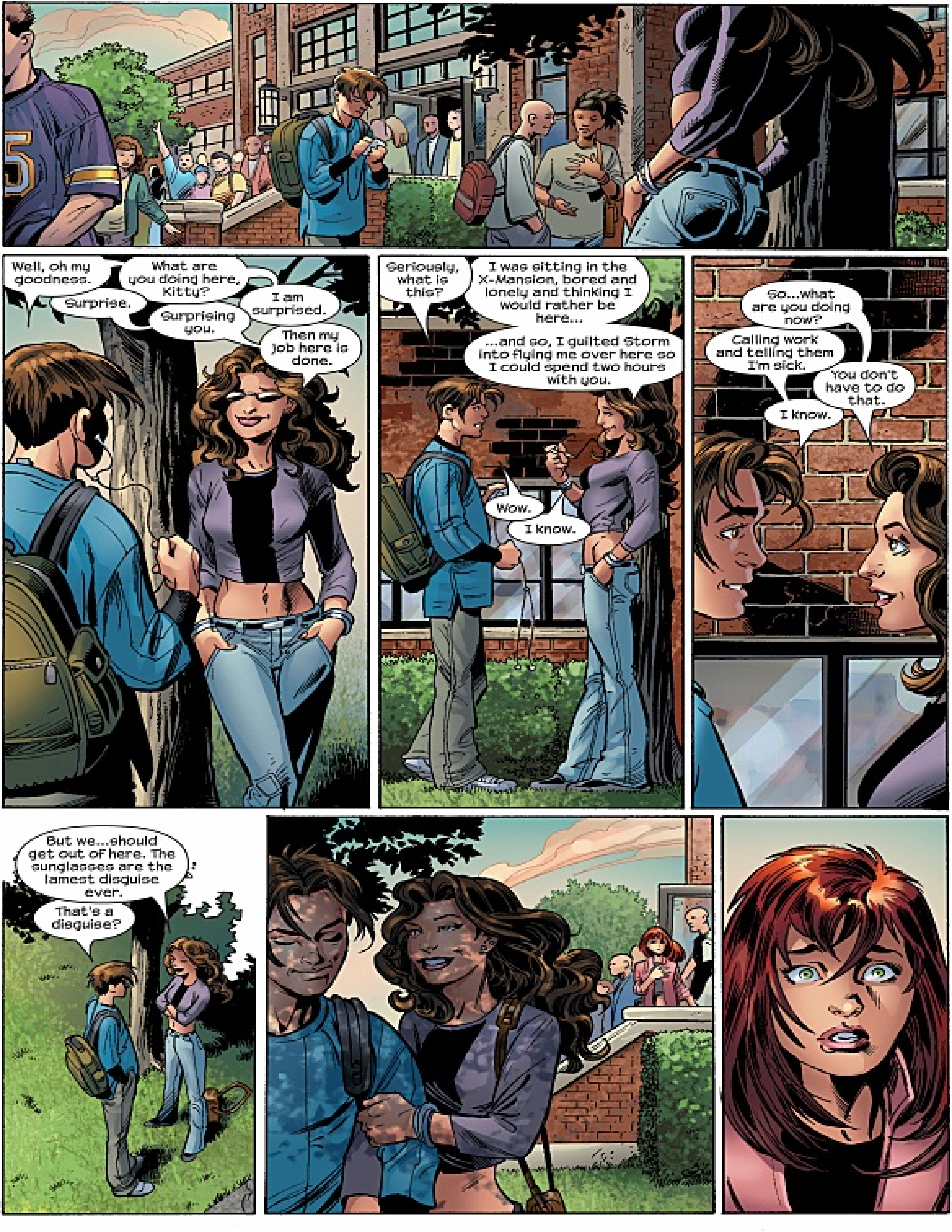
Peter, you seen Flash?
Flash Thompson?
Wait, let me check my underwear.
Well...
I don't have an atomic super wedgie so I guess that means I haven't seen him.
That is so weird. He isn't answering his cell.
Maybe he left you for another sidekick.
He always answers.
Maybe he left it at home.
No, he has it on his belt like... the guy with the belt...
I don't know what we're talking about.
He *loves* his phone. He didn't make it to school and he isn't answering.
Maybe he's sick and just... napping.
Maybe.
Maybe this is your opportunity to form your own identity.
I'll try it one more time.
REDIAL
TOYOTAROLA
7
MISSED CALLS

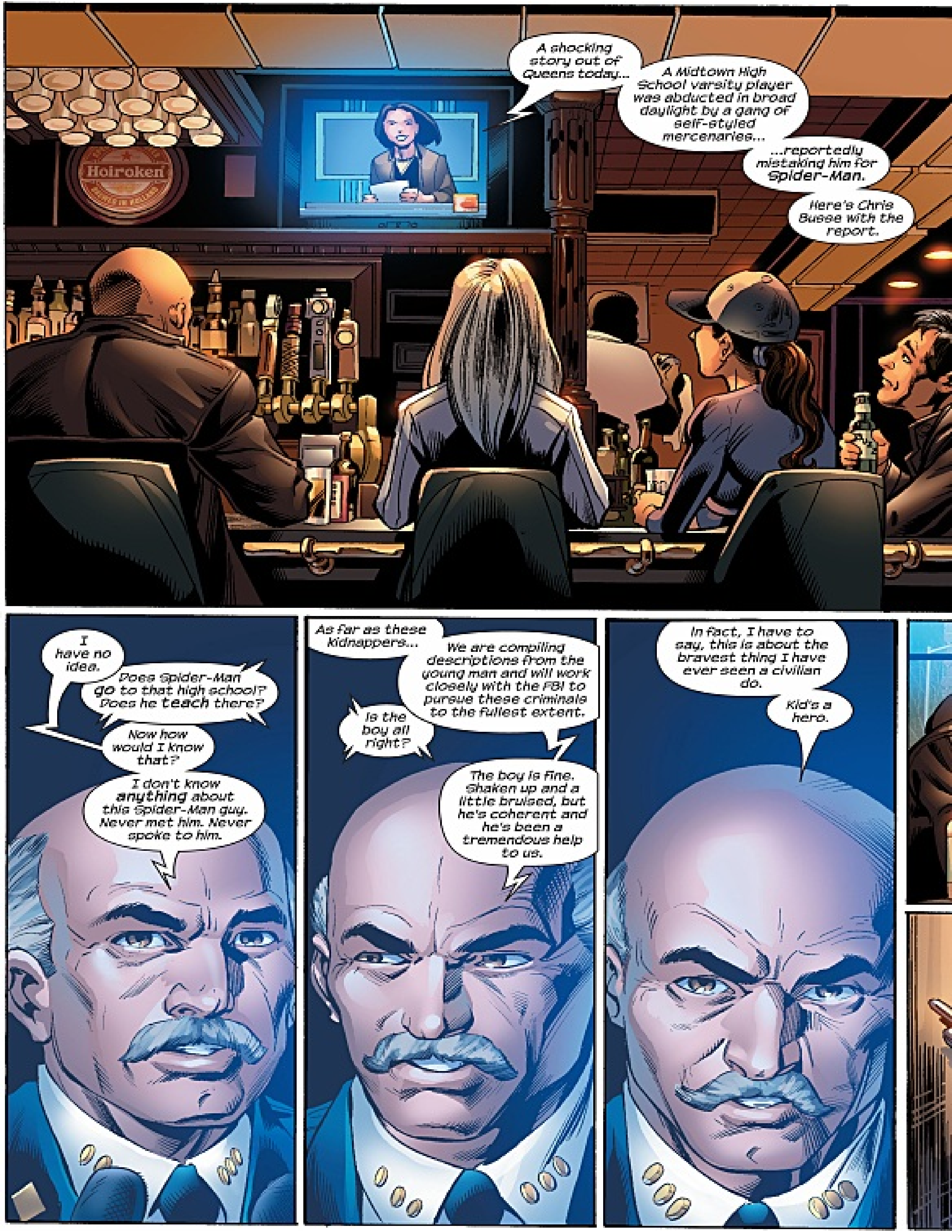
Who's going to be man enough to take *responsibility* for this?
Sable, listen...
That sounds like the beginning of a story. I didn't *ask* for a story.
I asked who of you, my trusted men of honor, my Wild Pack, are going to take responsibility for kidnapping this- this- this little boy named...
Fred Thompson.
Who is barely a man, let alone a Spider-Man.
The gig *was* Spider-Man.
We all understood that, yeah.
Sable!
Sable, just listen. *Quentino* said the kid was up on the roof of the school.
She said he dropped down behind the dumpsters.
I did. Clear as day.
He did!
We went to the dumpsters and we took him.
So...
What?
Happened?

Huh?
I dunno.
I still think it's him.
You want a slap?
Just tell us what do you want us to do, Sable.
Your mistake. You get rid of it.
It's just a kid.
What do you want from me? This wasn't *my* mistake. I didn't do this.
Sable.
Get rid of it, *now.*
He's seen our faces. We'll have to leave the country again.
I'm not going under the knife again. Not like after that Latveria thing.
I'll do it. I don't care.
Big man.
I *don't* care.
You *should* care.
Everyone's ready to cash the check come time, but when the job gets hard...where *is* everyone?
I say we just dump him back at school.
We- think about it- we didn't say *anything* incriminating--
Sable's right. The kid's got to disappear. Chen, help me.
No.
No, what?
Hey, this was your %$#@ up as much as--
I'm not whacking a *kid* just 'cause. *That* wasn't the gig.

--mine--
WHUMP
Agh!
OFF!!
BAM
BAM

MOVE!!
Spread out!
Spread out!
This isn't good.


Well, oh my goodness.
What are you doing here, Kitty?
Surprise.
I am surprised.
Surprising you.
Then my job here is done.
Seriously, what is this?
I was sitting in the X-Mansion, bored and lonely and thinking I would rather be here...
...and so, I guilted Storm into flying me over here so I could spend two hours with you.
Wow.
I know.
So...what are you doing now?
Calling work and telling them I'm sick.
You don't have to do that.
I know.
But we...should get out of here. The sunglasses are the lamest disguise ever.
That's a disguise?



A shocking story out of Queens today...
A Midtown High School varsity player was abducted in broad daylight by a gang of self-styled mercenaries...
...reportedly mistaking him for Spider-Man.
Here's Chris Busse with the report.
I have no idea.
Does Spider-Man go to that high school? Does he teach there?
Now how would I know that?
I don't know anything about this Spider-Man guy. Never met him. Never spoke to him.
As far as these kidnappers...
We are compiling descriptions from the young man and will work closely with the FBI to pursue these criminals to the fullest extent.
Is the boy all right?
The boy is fine. Shaken up and a little bruised, but he's coherent and he's been a tremendous help to us.
In fact, I have to say, this is about the bravest thing I have ever seen a civilian do.
Kid's a hero.

I am standing on the steps of the county sheriff's office where sixteen-year-old Freddie Thompson...
...a junior at Midtown High School...
...is being questioned by police officers after a grueling day being held prisoner against his will.
Chris Busse Eyewitness News. Sherrif's office.
Mr. Thompson was abducted off the grounds of Midtown High School by unknown assailants.
He was then taken to an undisclosed location where he was held prisoner and beaten.
Mr. Thompson escaped during what he described as 'bickering' amongst the group over whether or not he was actually Spider-Man and ran, on foot, to his mother's workplace.
Sherrif Mike McNeely press conference
Is there any evidence to back up the child's claims?
The school security cameras confirmed portions of the story and there were markings on the boy that were in no way self-inflicted.
Why did the abductees think that he was Spider-Man?
Well, at least we don't have to whack him. He already gave them our faces. Nothing more he can do.
And that's funny how?
Did Roxxon call back?

Good night, Mr. Roxxon.
Good evening, Sir.
You don't return phone calls anymore?
I was done speaking with you.
We're in the middle of a delicate transaction.
You need commitment.
Commitment to what? To what you did today?
Am I expected to *pay* you for that?

Sir???
Go for a walk, Michael.
Sir, I had no idea there was--
Out of the *car, now!*
I called to tell you that, yes, we hit a bump but that we are fully committed to the assignment.
A bump?
It's not like there's a set way to do what you asked us to do but we--
No offense, Sable, but clearly your reputation was overrated.
I'd just as soon part ways.
My reputation is everything to me.
We'll finish the job for you. Comped.
No charge.
We'll find Spider-Man and we'll find out who is sabotaging your businesses.
Comped?
Comped.
Okay. You have three days.
After that- I hire someone to clean *this* mess.

A seven-foot rhino?
Coulda been eight-foot.
An eight-foot rhino?
What can I tell you?
There was an eight-foot rhino running around New York.
Yes.
A real rhino?
PARKER
MAIL
RING RING
It might be my aunt.
Do you have to get it?
Yello?
Hey.
Oh, uh, hi...

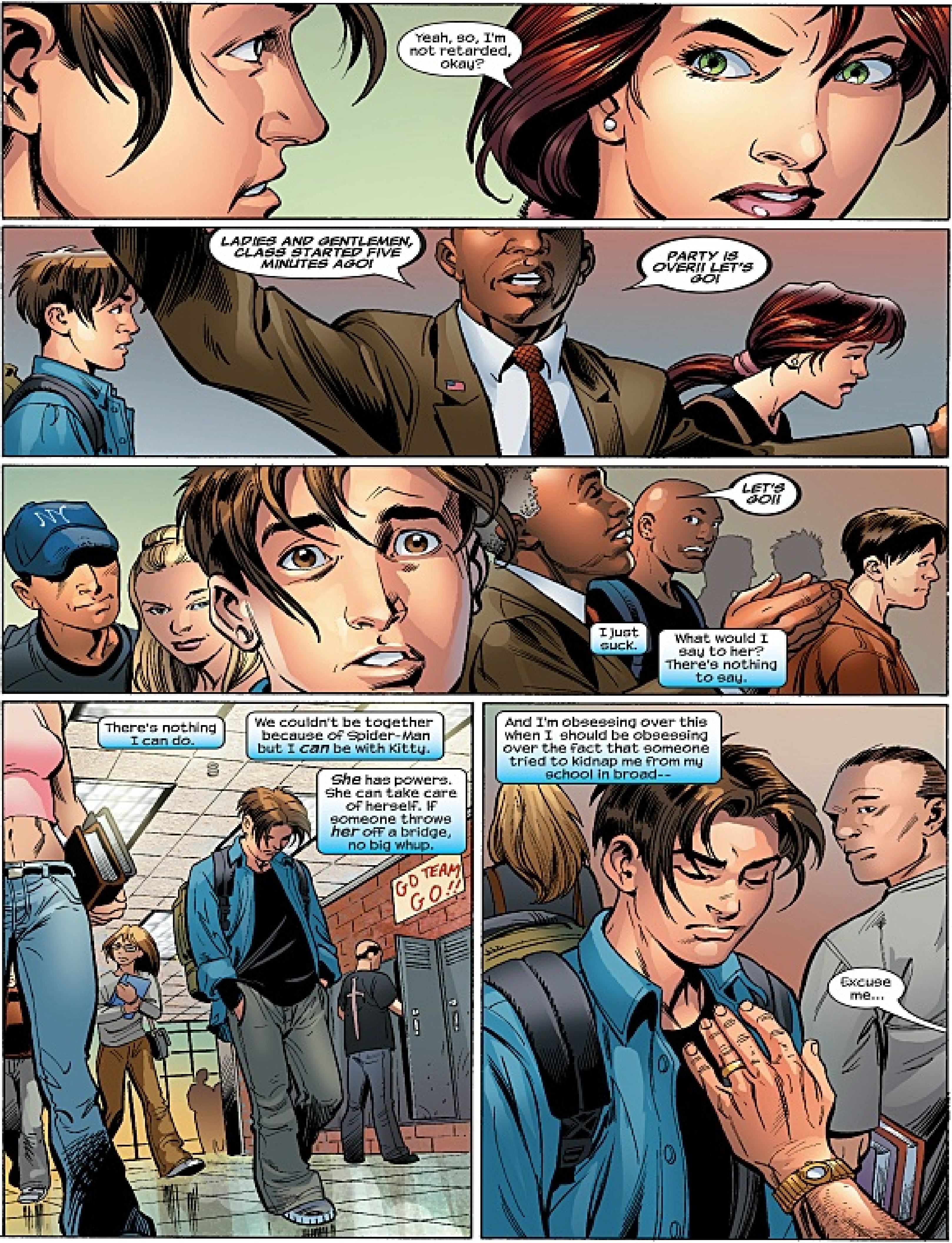
Don't be silly. It was a guy *dressed* as an eight-foot rhino.
A big metal rhino... thing...
Yes.
I couldn't tell you. Says the guy who dresses up as a spider.
Trashing the city?
Why? Why would someone do that?
You'd think that would be on the news.
Eh. The media.
You saved the day there, right?
This time it would seem so, yes.
Wow.
You've had your share.
No rhinos.
RING
I had no idea this would impress you so much.
RING
Are you watching TV?
What's on TV?
What was that?
Something's on TV.

Good morning, it's been a wild twenty-four hours for our next guest.
Held at gunpoint, beaten, and kidnapped, and all because the assailants thought he was Spider-Man.
That's just the beginning of the fantastic tale of heroics our next guest has been through...
ABC
So, a Today Show good morning and welcome to sixteen-year-old Freddie Thompson, and his mother, Sonny.
Now, Freddie- you must be the talk of your school.
Uh, I guess.
WSB NEWS
WGST
I've known Flash for years. I had no idea he had it in him.
Is he Spider-Man? Ha! No.
LIZ ALLEN, STUDENT
There will be an emergency meeting of the parents' council to discuss security.
ROSS ANDRU, PRINCIPAL
TANDY BOWEN,

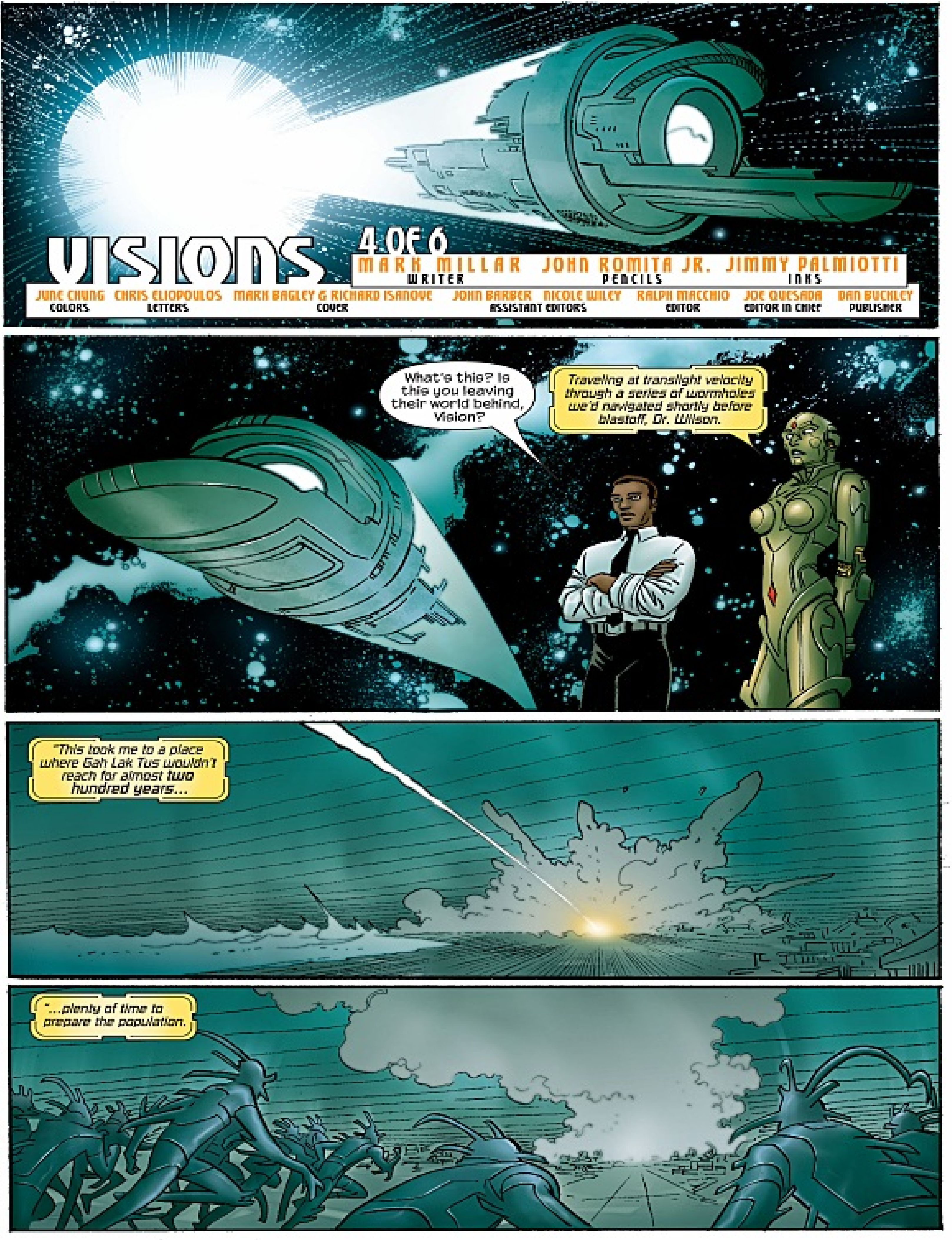
Now why do you think these kidnappers mistook you for Spider-Man?
Well, uh, from what I overheard, they thought that, uh, Spider-Man, went to my high school.
Or maybe was one of my teachers or somethin'.
SCHOOL
Spider-Man does go to this school, oh yeah, everybody knows it.
STUDENT COUNCIL PRESIDENT
What? No.
I had not heard that the Thompsons were considering a lawsuit.
Where did you hear that? They said that on TV?
ROSS ANDRU, PRINCIPAL
Yo, not only am I like his best friend--
--but I actually had a line in the Spider-Man movie.
(You don't recognize me?)
KENNY MCFARLANE, STUDENT

Can you believe it?
Do you know what happened?
No, MJ, I- I really can't.
No. Nothing.
Shh!
Was someone trying to kidnap you?
I know.
Seriously, the microphones.
I know- I whispered.
This is a whole *new* nightmare.
How did they know you went to school here?
Well, I'm not exactly known for my ability to keep my mask on during a fight.
You should lay low.
And lay low I shall. Costume stays in the backpack. Except--
--for finding out who did this and why they want you and--
Shh!

Flash Thompson.
He's going to get rich off of this, isn't he?
It's the world we live in.
Everyone's getting rich but me.
Flash Thompson: Spider-Man.
I know.
Flash Thompson: the hero.
I know.
And you know he was all crying for his mommy.
Hey, why'd you hang up like that?
You had company.
Oh.


Yeah, so, I'm not retarded, okay?
LADIES AND GENTLEMEN, CLASS STARTED FIVE MINUTES AGO!
PARTY IS OVER!! LET'S GO!
LET'S GO!!
I just suck.
What would I say to her? There's nothing to say.
There's nothing I can do.
We couldn't be together because of Spider-Man but I *can* be with Kitty.
She has powers. She can take care of herself. If someone throws *her* off a bridge, no big whup.
GO TEAM GO!!
And I'm obsessing over this when I should be obsessing over the fact that someone tried to kidnap me from my school in broad--
Excuse me...

Could you open your sack, please.
Uh, what?
Random bag check.
Open it up.
Today.
BAND GEEKS UNITE!
To be continued...


VISIONS
4 OF 6
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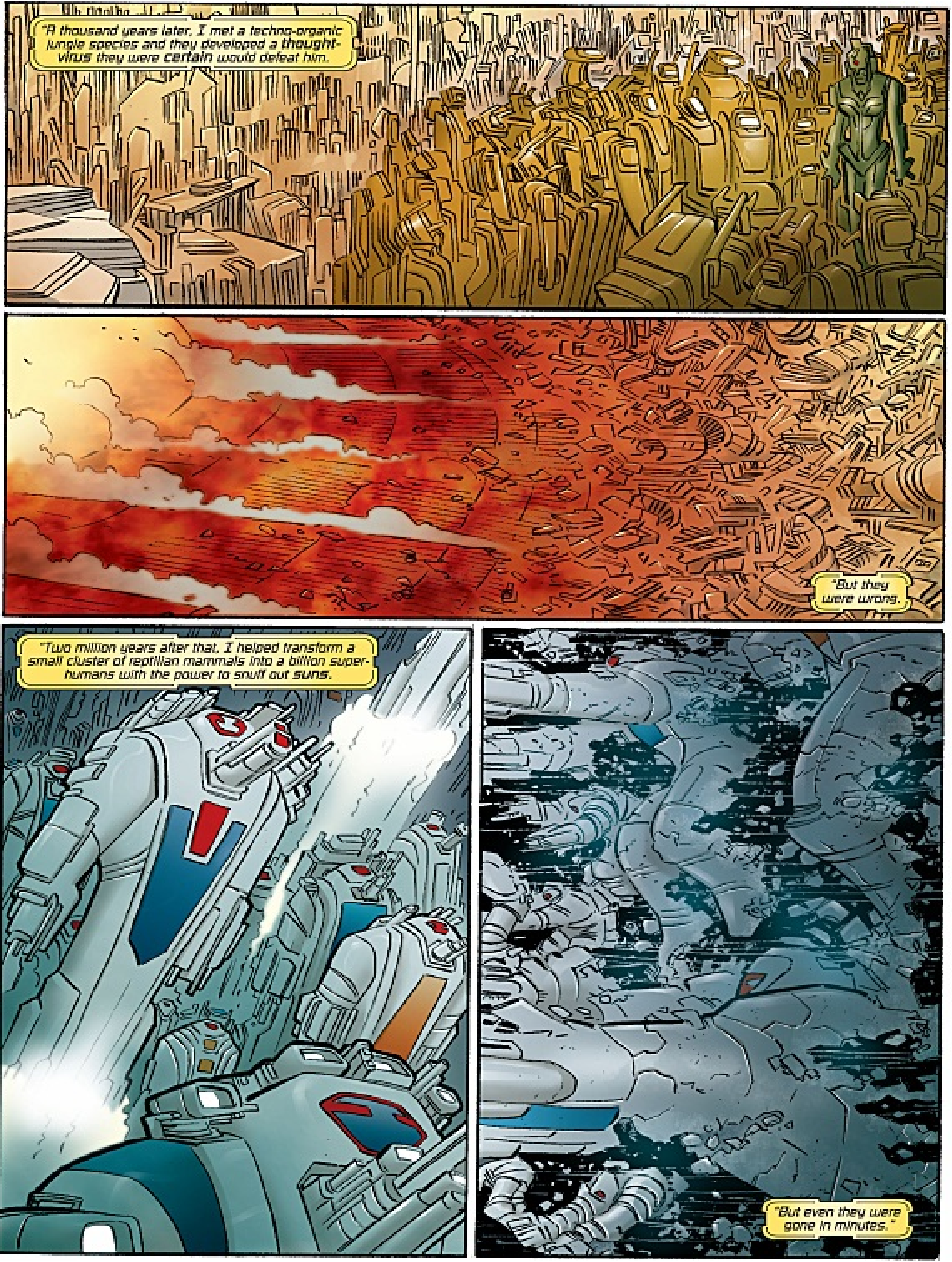
MARK BAGLEY & RICHARD ISANOVE COVER
JOHN BARBER NICOLE WILEY ASSISTANT EDITORS
RALPH MACCHIO EDITOR
JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER
What's this? Is this you leaving their world behind, Vision?
Traveling at translight velocity through a series of wormholes we'd navigated shortly before blastoff, Dr. Wilson.
"This took me to a place where Gah Lak Tus wouldn't reach for almost two hundred years...
"...plenty of time to prepare the population.

"This species was an engineering culture. Fifty billion life-forms all sharing the same occupation and eager to get started when they heard about the threat.
"Within two generations, they had encased their world entirely in armor. Within four generations, they had booby-trapped their solar system...
"...but it still wasn't enough.


"A thousand years later, I met a techno-organic jungle species and they developed a thought-virus they were certain would defeat him.
"But they were wrong.
"Two million years after that, I helped transform a small cluster of reptilian mammals into a billion super-humans with the power to snuff out suns.
"But even they were gone in minutes."

Worlds comprised entirely of light, people made up of little more than sound and smells and thoughts...
I've been to the coldest, darkest corners of the universe and worlds so hot only arithmetical populations could live there.
And none survived?
Not one, Doctor Wilson.
Not a single one.
I wonder if your world will be luckier than the thousands which have died before her?
TO BE CONTINUED IN ULTIMATE SPIDER-MAN #88

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ULTIMATE SPIDER-MAN

PREVIOUSLY

The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Having recently broken up with his girlfriend, Mary Jane, Peter started seeing the X-Men's Kitty Pryde. But Peter's happiness is short-lived, as the dangerous mercenary group The Wild Pack, led by the beautiful and deadly Silver Sable, is hired to capture Spider-Man!

The Pack tracks Spider-Man to Midtown High School, and as Spidey changes out of his costume, the mercenaries make their move—but in a case of mistaken identity, they capture Peter's high school rival, Flash Thompson!

As the Pack realize their mistake, Flash escapes, running to the authorities. This causes a media feeding-frenzy at Midtown High the next morning, as Peter, carrying his Spider-Man costume in his backpack, walks right into the most dangerous trap he's yet encountered—a random bag check!

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Production Omar Otieku · Assistant Editors John Barber & Nicole Wiley · Editor Ralph Macchio · Editor in Chief Joe Quesada · Publisher Dan Buckley

Cover: Mark Bagley & Richard Isanove

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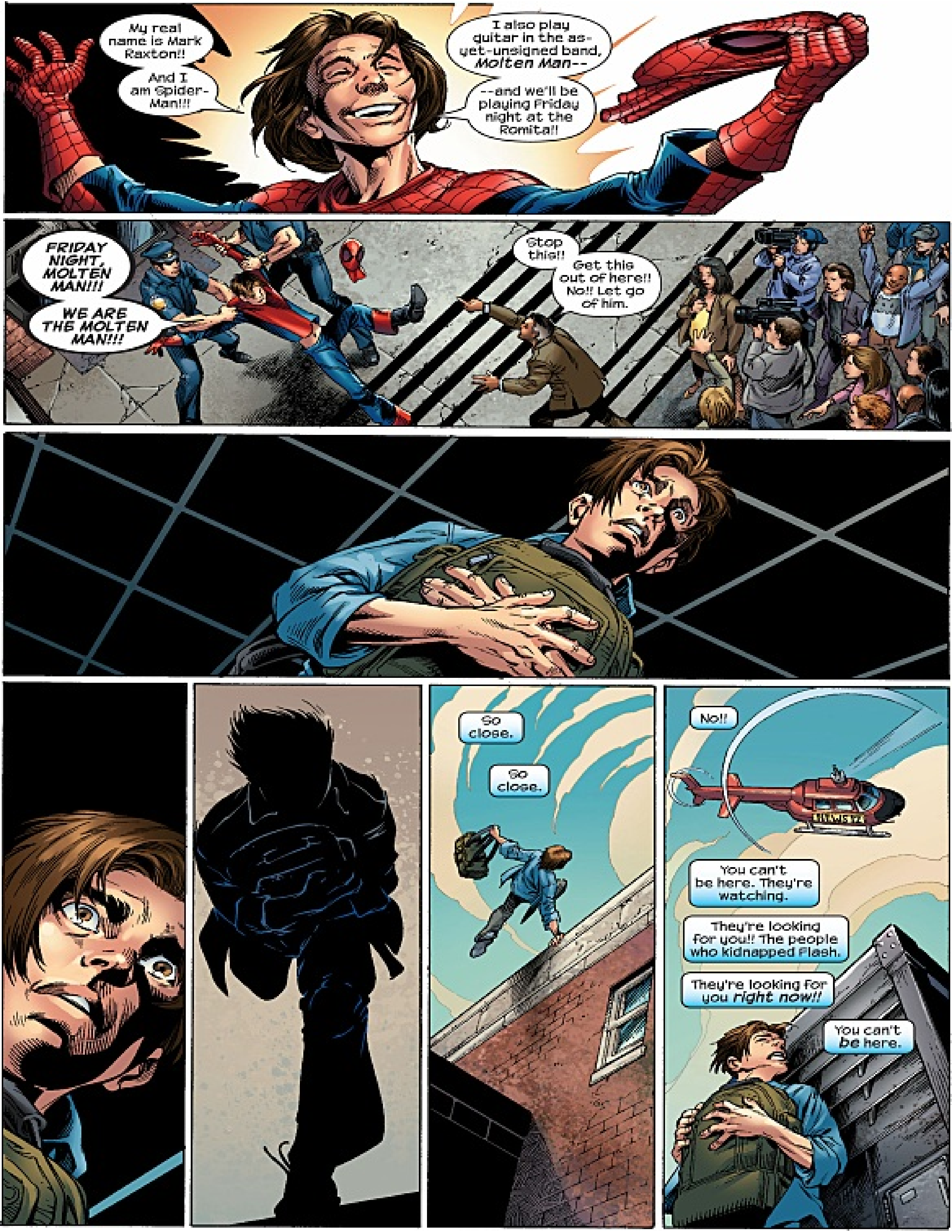
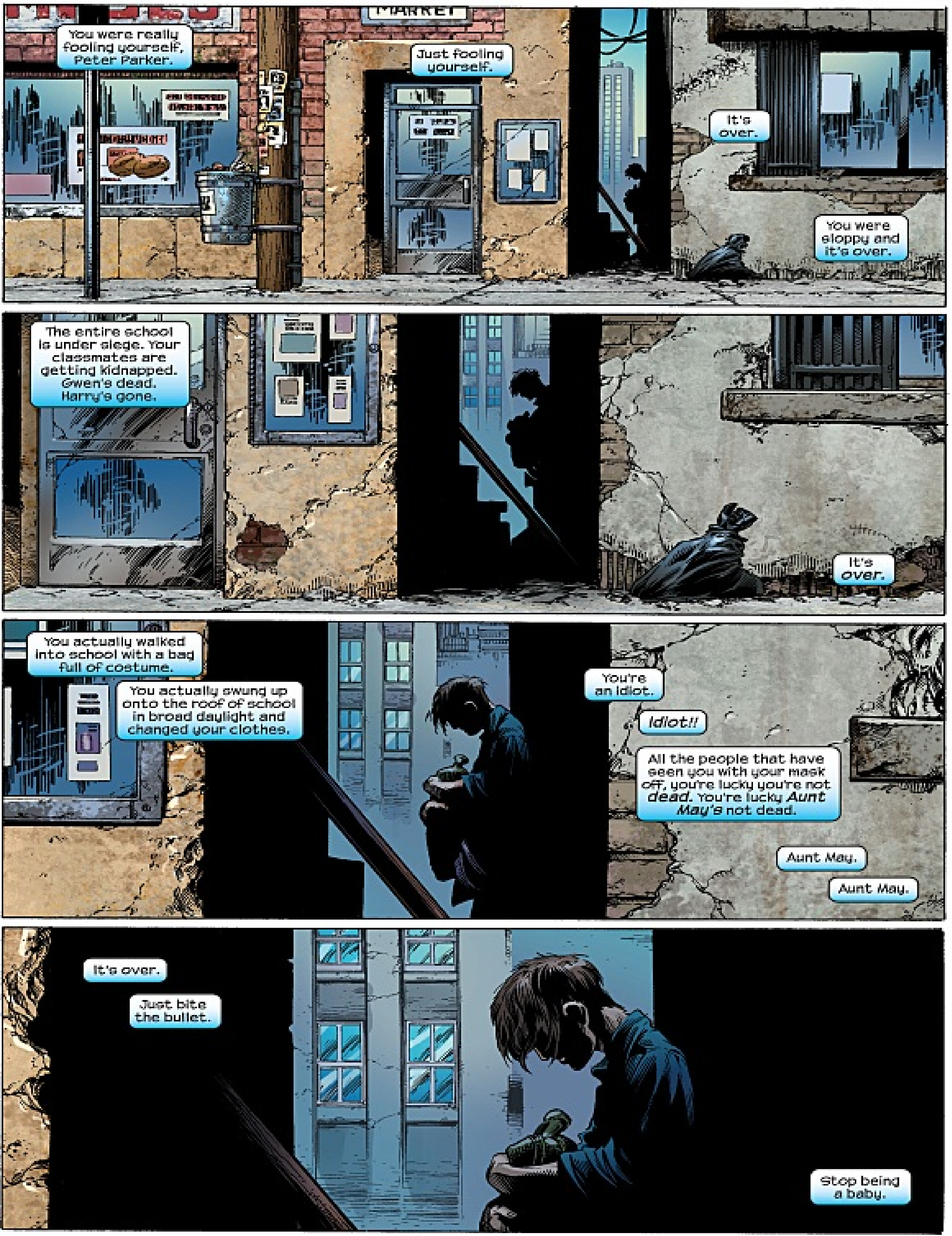
Wow, are we so entirely screwed.
So screwed.
7-11
NBC
NBC NEWS
Sable, the media is--
It's all over the TV!! How are we supposed to find Spider-Man now?
Exactly.
There will be an emergency meeting of the parents' council to discuss security.
ROSS ANDRU, PRINCIPAL
Sable, what's the plan?
Sable?
Oh, Sable?
I'm working on it!!
ROSS ANDRU, PRINCIPAL

Could you open your sack, please?
Random bag check.
Open it up.
Who is this?
Parker, right? Peter Parker. Tenth grade.
Kid, the bag.
Today!
Kid, you got anything you want to--
Whoo!!!
Look at me!!
I'm Spider-Man!!
LOOKIE-DOO!!!!
I'M SPIDER-MAN!!

WHOO!!!
LOOK AT ME, I'M SPIDER-MAN!!
WHOOHOOOO!!!
Hey!!!
WHOO HOO AND SHABABADOO!!!
HEY EVERYBODY, SPIDER-MAN IS HERE!!!
IT'S TRUE!! SPIDER-MAN IS HERE!!
I'LL BE TAKING QUESTIONS FROM THE PRESS IN A MOMENT--
BUT FIRST I WANT TO CONFESS TO YOU MY TRUE IDENTITY!!
I CAN'T HOLD IT IN ANY LONGER, I MUST REVEAL MYSELF TO THE WORLD!!!!


My real name is Mark Raxton!!
And I am Spider-Man!!!
I also play guitar in the as-yet-unsigned band, *Molten Man*--
--and we'll be playing Friday night at the Romita!!
FRIDAY NIGHT, MOLTEN MAN!!!
WE ARE THE MOLTEN MAN!!!
Stop this!!
Get this out of here!! No!! Let go of him.
So close.
So close.
No!!
You can't be here. They're watching.
They're looking for you!! The people who kidnapped Flash.
They're looking for you *right now!!*
You can't *be* here.

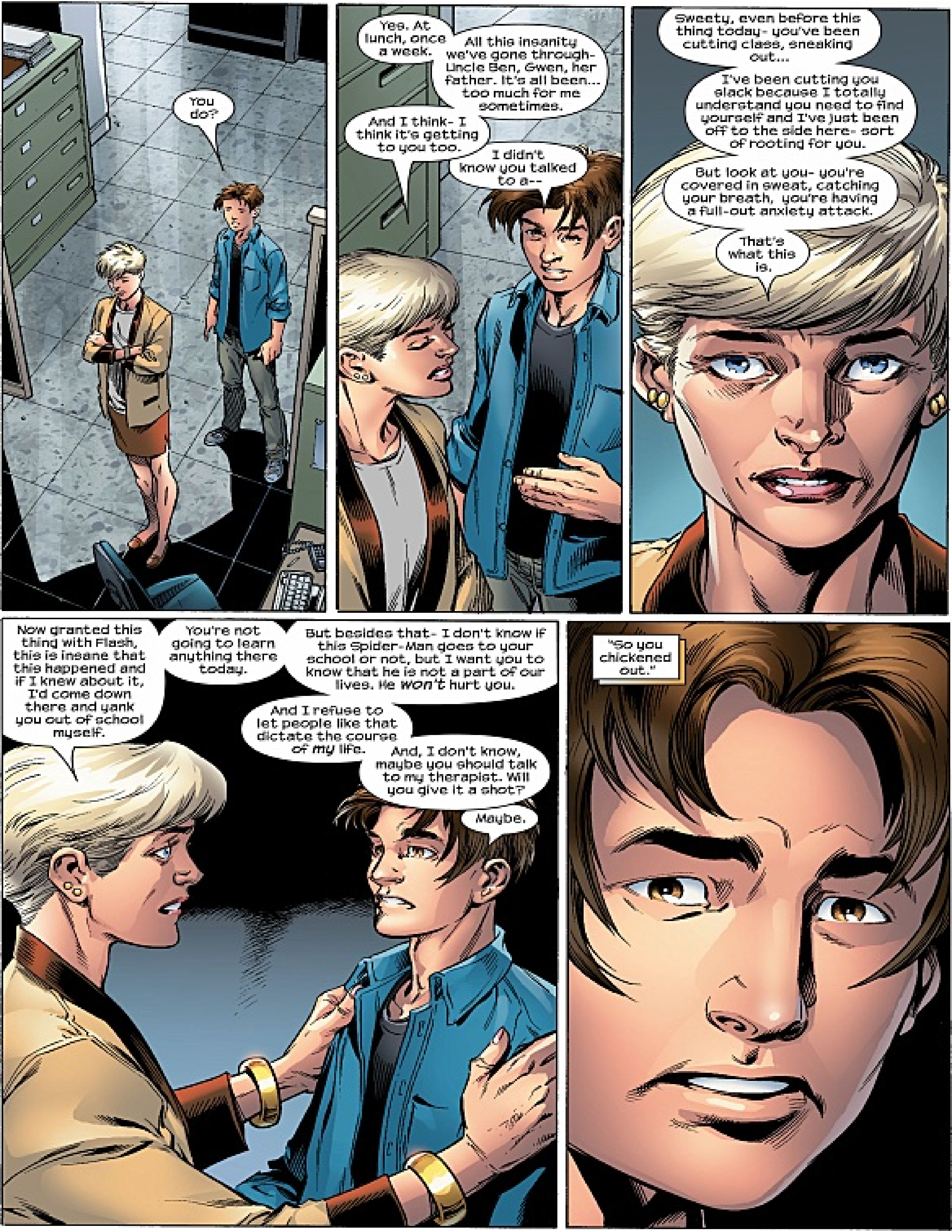

MARKET
You were really fooling yourself, Peter Parker.
Just fooling yourself.
It's over.
You were sloppy and it's over.
The entire school is under siege. Your classmates are getting kidnapped. *Gwen's* dead. Harry's gone.
It's *over*.
You actually walked into school with a bag full of costume.
You actually swung up onto the roof of school in broad daylight and changed your clothes.
You're an idiot.
Idiot!!
All the people that have seen you with your mask off, you're lucky you're not *dead*. You're lucky *Aunt May's* not dead.
Aunt May.
Aunt May.
It's over.
Just bite the bullet.
Stop being a baby.

MAY PARKER
GIVE YOURSELF A HUG!
HAVE A NICE DAY
Well, you tell Dan, I'm not going to- oh my God, Peter??
Peter??
??
Why aren't you in school??
Are you sick? Did you get kicked out of class?
You're scaring me.
NICE DAY

Sp- Spider-Man.
I don't understand. Peter, did you get hurt?
No. No listen- okay. Just- the TV. Did you see what was on TV?
No.
Yesterday.
Yesterday Flash Thompson was kidnapped.
MAY PARKER
OURSELF A HUG!
RKER
ELF

What?
From school.
He was kidnapped off of school grounds?
Yes, and I--
Oh my God. Are you sure?
Yes! It's on TV. He was on TV. The camera people are there right now.
Did they find him?
Yes, he was--
Is he okay?
Yes.
Who did it? His father or--
Listen, will you just *listen?!!*
They thought- these people kidnapped him right out of school because they thought he...was Spider-Man.
What? Little Flash Thompson?
Little? Aunt May, he's like six-foot--
Why would they think he was this Spider-*Man?*
Because they figured out that Spider-Man goes to our school.
Because they were following him--
They were following Spider-*Man* and it led right back to my school.
Right back...to me.
They were following Spider-Man and- and it led right to me.
Spider-Man.
I was wondering when we'd get to this.

Sweety, Spider-Man...
...is a horrible, horrible person.
A coward.
Just a... despicable coward.
You see that, right?
You don't think I've thought about this? I have.
And I know now that whoever this idiot is-- he's just an angry little troll who runs around and does whatever he wants--
Why do you think he wears a mask? A coward wears a mask.
Cowards wear masks.
Okay?
One day he's helping people, the next he's hurting people. He's insane.
And we don't live in fear of people like that.
Spider-Man. This whole thing makes my skin crawl.
That poor boy, they kidnapped him?
Sweety, listen...
I have someone I talk to. A therapist.


You do?
Yes. At lunch, once a week.
All this insanity we've gone through- Uncle Ben, Gwen, her father. It's all been... too much for me sometimes.
And I think- I think it's getting to you too.
I didn't know you talked to a--
Sweety, even before this thing today- you've been cutting class, sneaking out...
I've been cutting you slack because I totally understand you need to find yourself and I've just been off to the side here- sort of rooting for you.
But look at you- you're covered in sweat, catching your breath, you're having a full-out anxiety attack.
That's what this is.
Now granted this thing with Flash, this is insane that this happened and if I knew about it, I'd come down there and yank you out of school myself.
You're not going to learn anything there today.
But besides that- I don't know if this Spider-Man goes to your school or not, but I want you to know that he is not a part of our lives. He *won't* hurt you.
And I refuse to let people like that dictate the course of *my* life.
And, I don't know, maybe you should talk to my therapist. Will you give it a shot?
Maybe.
"So you chickened out."

Completely.
It's for the best.
I didn't see it coming, Kitty.
I didn't know she had an opinion about Spider-Man either way.
It's not time to tell her.
When will it be time? When a SWAT team comes barging through my ceiling and arrests me?
Why would they arrest you?
I don't know.
Dude, it was a close call. Okay?
Ha!
You'll know when it's time to tell her.
I didn't tell my mom I was a mutant for, like, a year.
You know how I told her? I accidently fell through the ceiling. That's how I told her.
And you know what? She lived. She's dealing with it.
She hates Spider-Man. She's my whole family and she hates Spider-Man.
Ugh!
She won't when she knows the truth.
I should tell her and just get it over with.
You'll know when it's time.
You know what? You'll save the planet from some big Earth-eating alien and everyone will love you.
Then you'll tell her.
I should just put the thing in the garbage.
What?
The costume.
You tried that.
Yeah. That didn't work.
You know what you gotta do- you gotta take the fight to them- will you get out of here??!!
What fight?

Hold on-
get out of here!
Who's-?
What? I was just--
OUT!!
God!!
They just barge in here without knocking!
Who?
Babies. Trying to accidently "sneak a peek."
Real mature!!!
What fight? You said "take the fight to them."
Whoever's looking for you- the kidnappers. Go find them.
Can't be too hard. They're looking for you. Just look behind you.
Someone is trying to kidnap me.
I almost glazed over that part.
You don't know anyone who can help you find them?
Hold on.
SPOK
Ow!
Take the fight to them.

That's *it?*
Well, *Mr.* Thompson, that's how--
That's low. That's too low.
This is the best offer.
I don't understand. Where's the money? You hear about people getting a million dollars for their story.
That's movies. This is TV.
A hundred thousand dollars?
If two networks started bidding, *then* we could get it up, but with one offer on the table and a deadline in which it will be pulled *off* the table- I suggest we take it.
Hundred thousand. Pff!
Mr. Thompson, your son got good press with this kidnapping and this Spider-Man business. But it's going to be yesterday's news tomorrow. You gotta grab what you can.
Sounds like a lot of money to me, Dad.
Well, it's *not!*
Whack off half for taxes and his ten percent and it's now forty thousand.
Still a lot of money.
Excuse yourself. Grown-ups talking.
It's more than *you* make.

Flash Thompson.
GIANTS
SHWAP!
Mmff!!
Okay. So...
Sorry you got kidnapped and all that.
But I need you to tell me everything you told the police about the people who kidnapped you-who thought you were me.
Where did they take you? What did they want from me?
You know, when the webbing dissolves.

Okay, this is where my kidnappers took Flash...
But why?
What to do? What should I do? Go in? What if it's a trap?
I should just go home.
Making Flash wet himself and almost being stupid enough to "out" myself to Aunt May is certainly enough for one day.
Man, I really *did* have an anxiety attack. Wow.
But I do think Kitty's right.
If I take the fight to whoever this silver lady and her backup band are...
Than I can wrap this up and try to go on about my life.
I'd like to have my nervous breakdown with little to no distraction so I can really savor it.
So they took him here and tried to talk to him/me? About what?
Is there any way it could be a good talk?
Maybe it was a *"hey, here's a million dollars and a basket of chocolate-covered popcorn"* talk?
Whoa! Spider-sense just went...
ZZAAATT
Goofy!

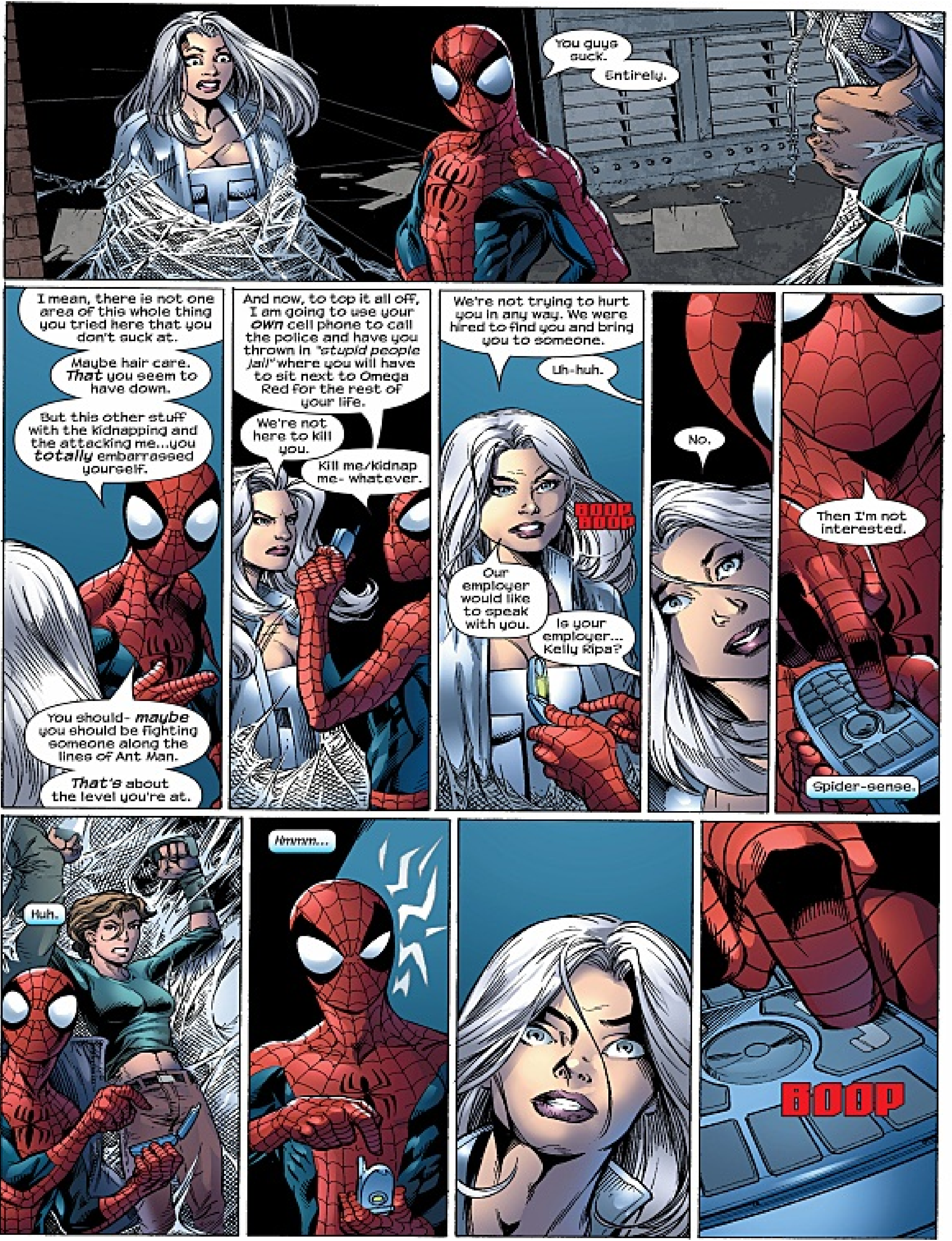
Damn, so close!
Not really.
POING
Aw!
Well...
FIZZZZZ
FIZZZZZ
FIZZZZZ
FIZZZZZ
FIZZZZZ
Wow.
You guys got all kinds of toys, don'tcha?
Nuts!

Ha!
Ha yourself!
Ha!
Ha!
--this.
I--
Ha!
Ha!

You--
Ha!
--can't--
Ha!
--win--
Ha!
--at--
--have--
Ha!
--spider--
THWIP
THWIP
Gack!
TACK
--powers!

Wagh!
No offense or anything, guys...
SPACK
I might have to bail...
THWIP
Don't!
You guys are so beneath me--
Too fast.
Gah!
I'll be embarrassed to tell anyone I even was up here.
Oh!
Seriously, this is an all-time low for me, and I've fought Kraven the Hunter.

Ow!
Now, what do you have to say for yourself?
They were just following orders...
There's a certain someone who has paid us a lot of money to bring you to them.
That's all.
Nothing personal. And we're not trying to hurt you.
Oh, well, why didn't you just say so...
THWIP
THWIP


You guys suck.
Entirely.
I mean, there is not one area of this whole thing you tried here that you don't suck at.
Maybe hair care. That you seem to have down.
But this other stuff with the kidnapping and the attacking me...you totally embarrassed yourself.
You should- maybe you should be fighting someone along the lines of Ant Man.
That's about the level you're at.
And now, to top it all off, I am going to use your own cell phone to call the police and have you thrown in "stupid people jail" where you will have to sit next to Omega Red for the rest of your life.
We're not here to kill you.
Kill me/kidnap me- whatever.
We're not trying to hurt you in any way. We were hired to find you and bring you to someone.
Uh-huh.
BOOP BOOP
Our employer would like to speak with you.
Is your employer... Kelly Ripa?
No.
Then I'm not interested.
Spider-sense.
Huh.
Hmmm...
BOOP

AAAG--
Done!
CLUMP
Ha!
What's an Ant Man?
Cut us out of here. I want to wrap this up tonight.
I, uh-- I left my knife in the van.
To be continued...

ULTIMATE SPIDER-MAN

NEXT

THE ORIGIN OF SILVER SABLE!

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MARK LETTERS AND E-MAIL
"OKAY TO PRINT"

What are you doing, Vision? What are all these lights?
I'm simply reading every book and every word your world has to offer, Doctor Wilson. Tuning into every thought and conversation for a hint of how we'll stop the coming of Gah Lak Tus.
"What a species you are-- so new and yet so clever. Your exponential learning curve is like nothing I've encountered.
"Did you realize that humanity has made more advances in the last five decades than in the previous five billion years combined?
"Incredible.
VISIONS
5 OF 6
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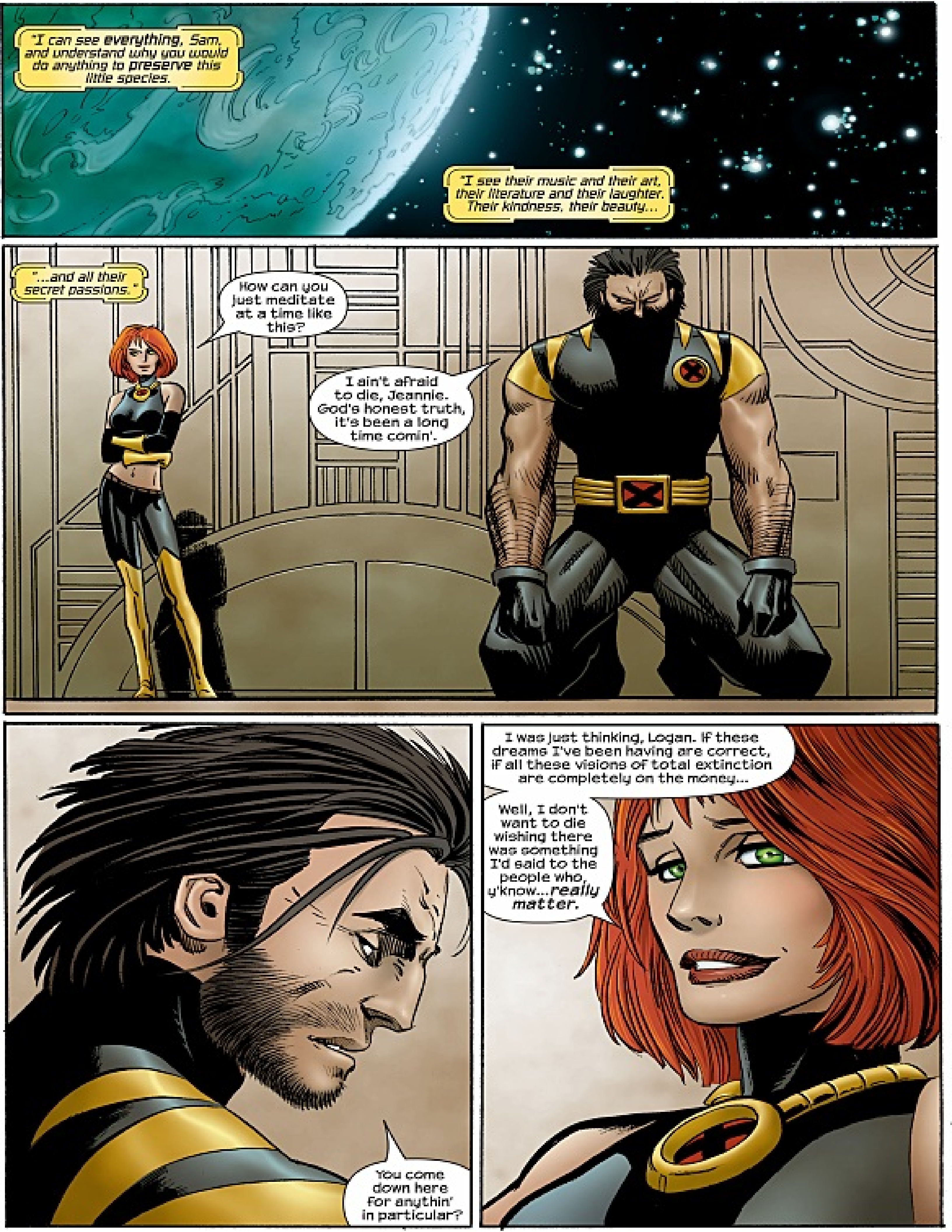
RALPH MACCHIO EDITOR
JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER

"It was wise to keep this threat a secret; only telling those with the skills and personality to help.
"I like these people. Their compassion is enormous...
"...for all their intelligence, they have yet to forget what they are fighting for.
"I see pride swallowed...
"Axes buried...
"Hope and strength that's almost beyond measure.


"I can see everything, Sam, and understand why you would do anything to preserve this little species.
"I see their music and their art, their literature and their laughter. Their kindness, their beauty...
"...and all their secret passions."
How can you just meditate at a time like this?
I ain't afraid to die, Jeannie. God's honest truth, it's been a long time comin'.
You come down here for anythin' in particular?
I was just thinking, Logan. If these dreams I've been having are correct, if all these visions of total extinction are completely on the money...
Well, I don't want to die wishing there was something I'd said to the people who, y'know...*really matter*.

Don't say another word.
What are you talking about?
Don't say somethin' you'll just regret *later*.
RECORD
Everything.
TO BE CONCLUDED IN ULTIMATE FANTASTIC FOUR #26!

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The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

PREVIOUSLY

ULTIMATE SPIDER-MAN

Having recently broken up with his girlfriend, Mary Jane, Peter started seeing the X-Men's Kitty Pride. But Peter's happiness is short-lived, as the dangerous mercenary group The Wild Pack, led by the beautiful and deadly Silver Sable, is hired to capture Spider-Man!

The Pack tracks Spider-Man to Midtown High School, and as Spidey changes out of his costume, the mercenaries make their move—but in a case of mistaken identity, they capture Peter's high school rival, Flash Thompson!

As the Pack realize their mistake, Flash escapes, running to the authorities. This causes a media feeding frenzy at Midtown High the next morning, as Peter, carrying his Spider-Man costume in his backpack like normal, walks right into the most dangerous trap he's yet encountered—a random bag check!

Peter receives a lucky break and his bag is not checked. But eventually, he is captured as Spider-Man by Silver Sable and brought to Roxxon's corporate headquarters.

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Penciler Mark Bagley
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Colorist Justin Ponsor
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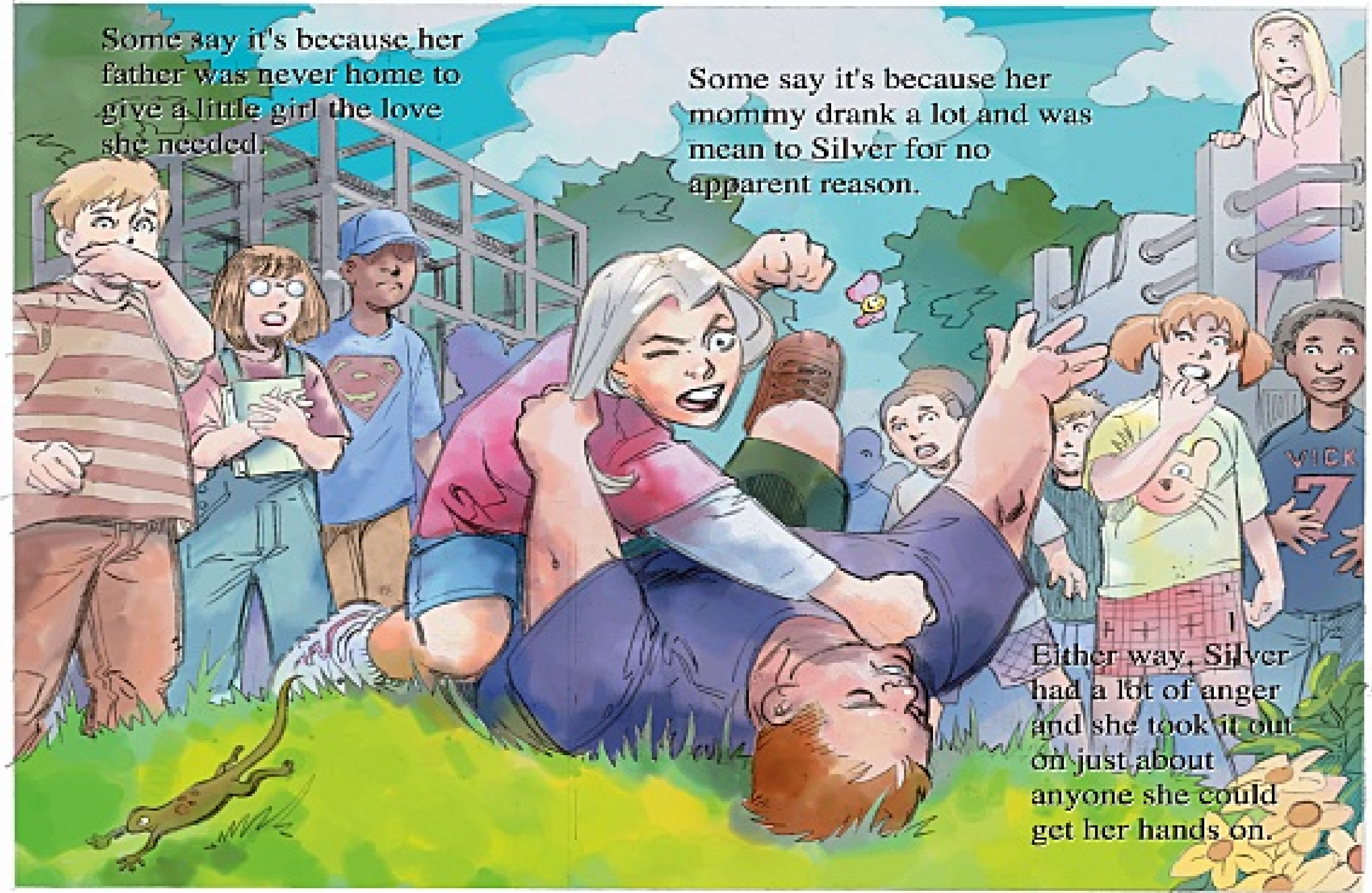
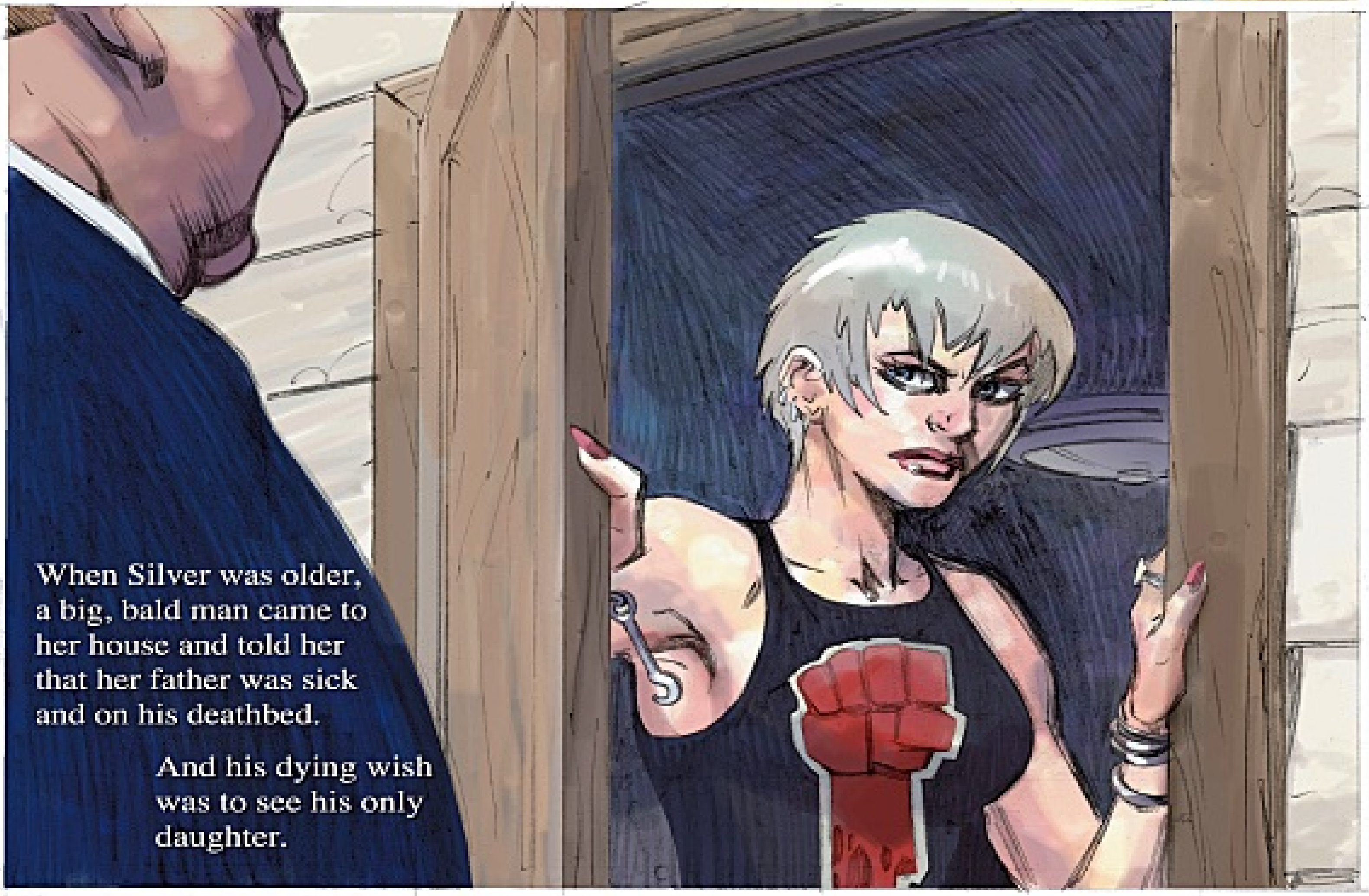
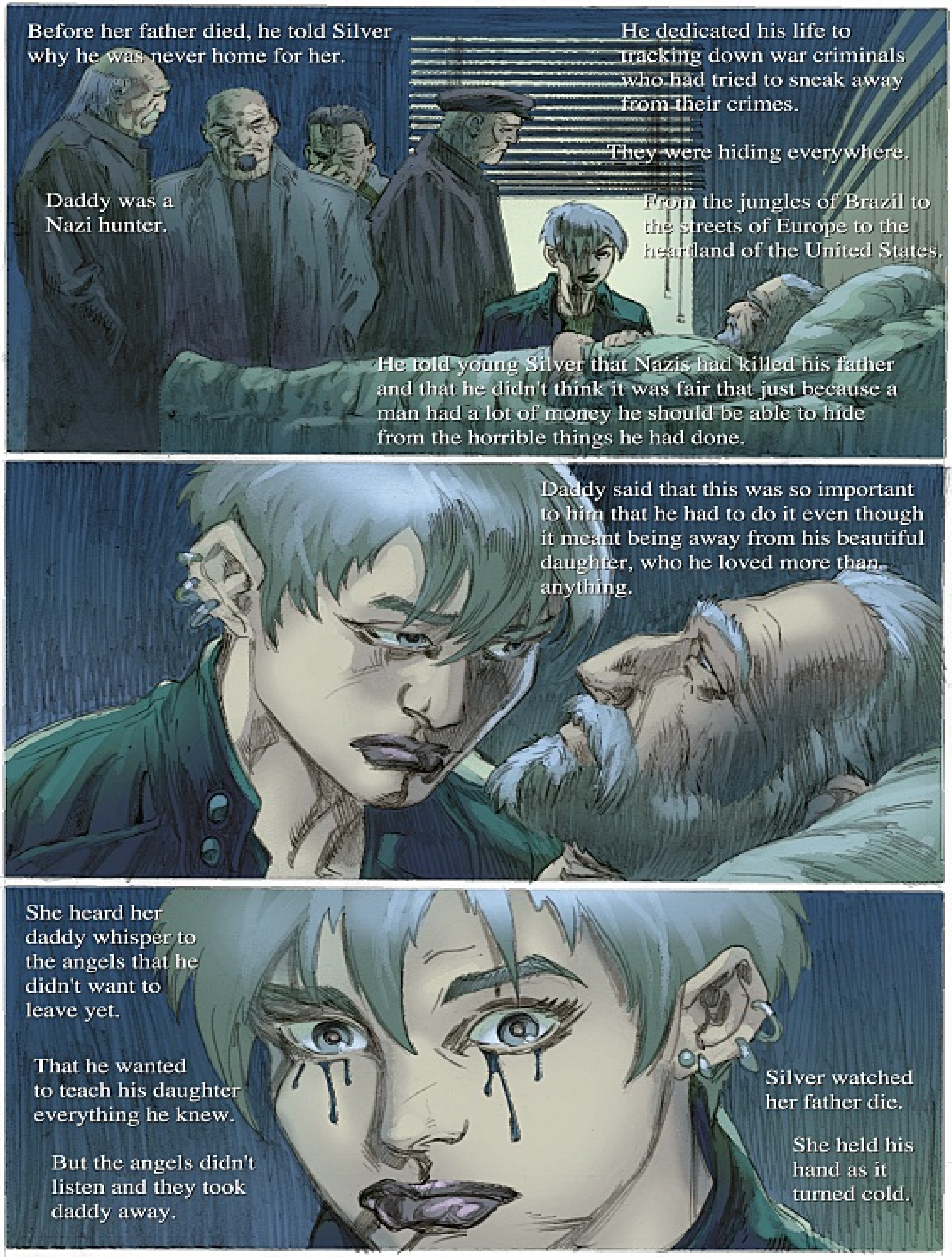
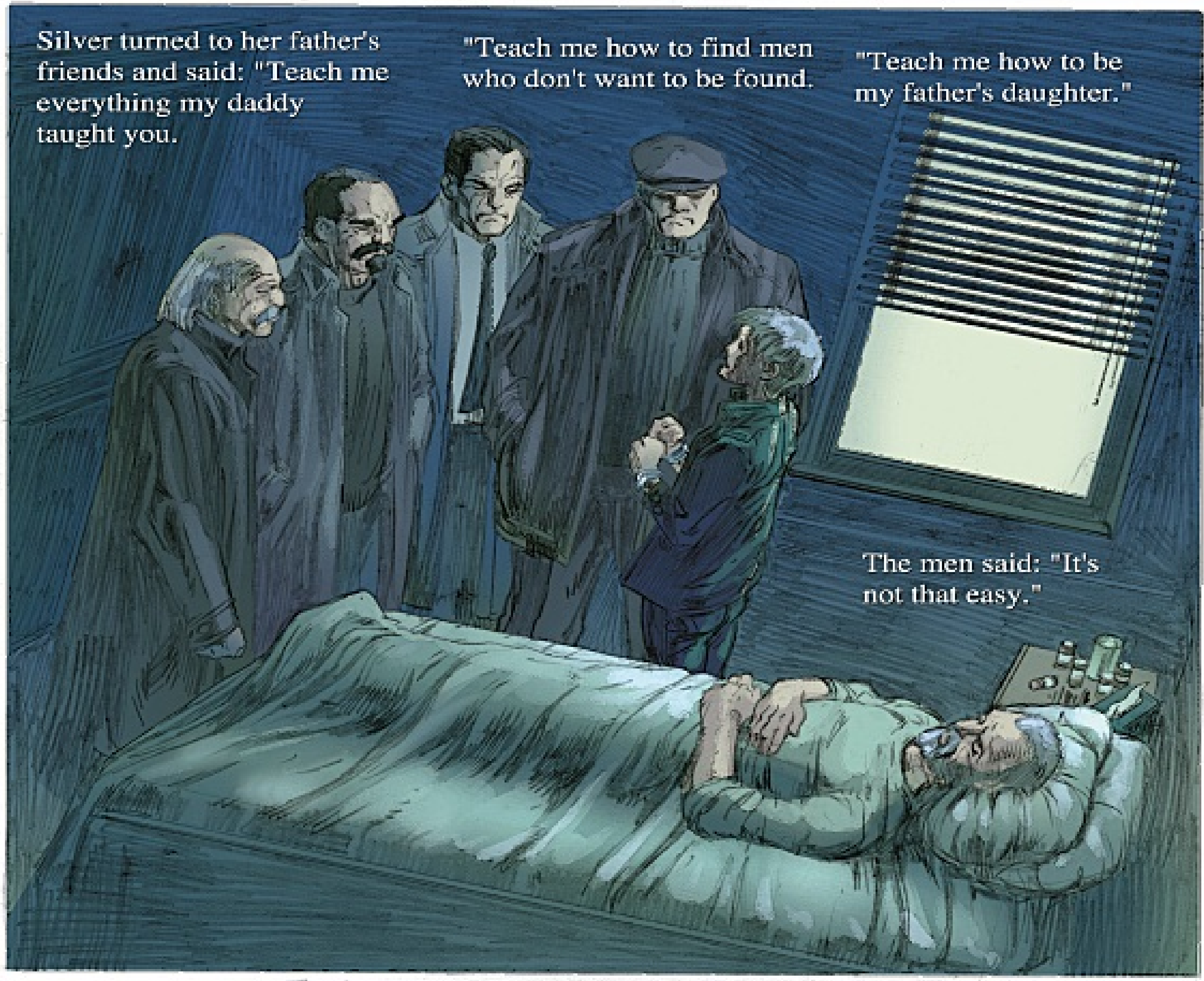
Once upon a time...
There was a little girl named Silver.
She was a very angry girl.


Some say it's because her father was never home to give a little girl the love she needed.
Some say it's because her mommy drank a lot and was mean to Silver for no apparent reason.
VICK 7
Either way, Silver had a lot of anger and she took it out on just about anyone she could get her hands on.

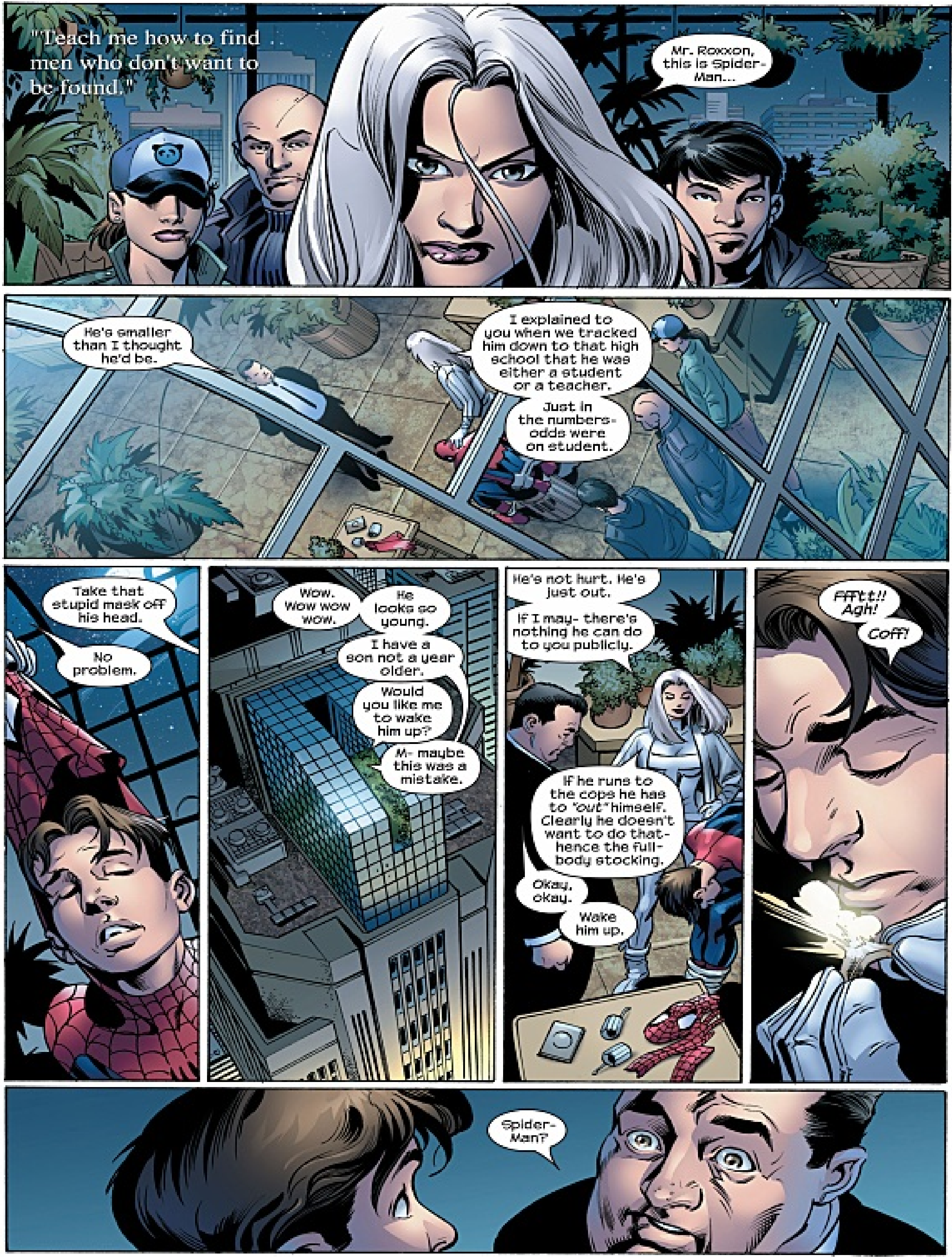

When Silver was older, a big, bald man came to her house and told her that her father was sick and on his deathbed.
And his dying wish was to see his only daughter.

Silver went to see her sick father even though she was still really, really angry at him for never coming home.
But when Silver saw her father lying there at death's door...
She was instantly overwhelmed by a need to help her father.
To save her father.
But it was too late.


Before her father died, he told Silver why he was never home for her.
Daddy was a Nazi hunter.
He dedicated his life to tracking down war criminals who had tried to sneak away from their crimes.
They were hiding everywhere.
From the jungles of Brazil to the streets of Europe to the heartland of the United States.
He told young Silver that Nazis had killed his father and that he didn't think it was fair that just because a man had a lot of money he should be able to hide from the horrible things he had done.
Daddy said that this was so important to him that he had to do it even though it meant being away from his beautiful daughter, who he loved more than anything.
She heard her daddy whisper to the angels that he didn't want to leave yet.
That he wanted to teach his daughter everything he knew.
But the angels didn't listen and they took daddy away.
Silver watched her father die.
She held his hand as it turned cold.


Silver turned to her father's friends and said: "Teach me everything my daddy taught you.
"Teach me how to find men who don't want to be found.
"Teach me how to be my father's daughter."
The men said: "It's not that easy."

The men said: "Sometimes you have to take jobs just for money...
"To pay for the work that means the most to you."
Silver said: "I don't care.
"I'll do whatever it takes to do my father's work.
"Just teach me how to do it."


"Teach me how to find men who don't want to be found."
Mr. Roxxon, this is Spider-Man...
He's smaller than I thought he'd be.
I explained to you when we tracked him down to that high school that he was either a student or a teacher.
Just in the numbers- odds were on student.
Take that stupid mask off his head.
No problem.
Wow. Wow wow wow.
He looks so young.
I have a son not a year older.
Would you like me to wake him up?
M- maybe this was a mistake.
He's not hurt. He's just out.
If I may- there's nothing he can do to you publicly.
If he runs to the cops he has to "out" himself. Clearly he doesn't want to do that- hence the full-body stocking.
Okay, okay.
Wake him up.
Ffft!! Agh!
Coff!
Spider-Man?

I'm sorry for the inconvenience.
But I was so desperate to talk to you.
You've- you know that on numerous occasions, you have single-handedly saved my company and employees from vicious attacks.
I have?
Uh-oh.

Uch!
My mask is off, isn't it?
Who are you?
Who are *you?*
You don't know me?
No.
You don't know who I am?
No.
Then, I don't understand- then why have you worked so hard to save me and my company from those who would choose to destroy it?
Uh... what?
I highly recommend we get him--
I want out of here!
I mean it!!!
Listen- just listen-
I am under siege.
My Family. My company. Everywhere I turn.
I am being terrorized by costumed mercenaries and you- you have been the only one there to stop it.
How do you know when I'm going to be attacked?
What is your connection to Roxxon Industries?
Dude, *you* listen...
I have no idea what you're talking about!!

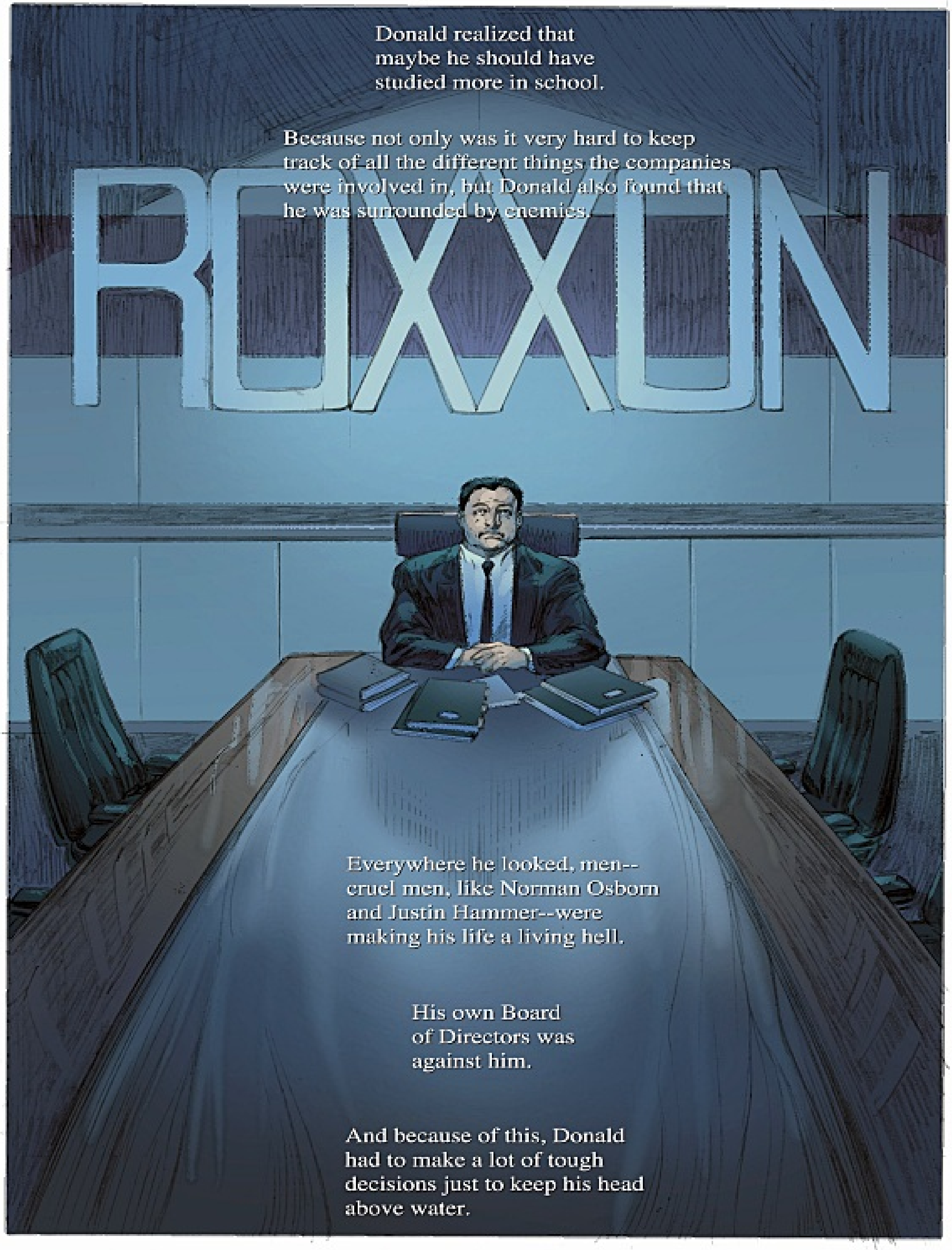
No, look, look.
Okay!! You people see that?!!
You see what I just did to him?
ROXXON LABORATORY SECURITY FILE-FOOTAGE
Huh!!?? Spider-Man!! Right here!! Who did that?
Me!!
Guy pops out of nowhere and gets in the middle of my #@%^ and what happened to him!?!?
Anyone else in the room got any powers they want to throw down on me!!??
Okay, yeah, that was me. But...
What are you? Twelve?
What are you? President of the Doctor Octopus fan-
Um-
I was just swinging by and tried to do the right thing.
You know... the right thing.
The thing opposite of what you did here with the kidnapping and the electrocuting me.
I didn't even look at the logo on the buildings.
I don't know you- I was just trying to help people not be killed by idiots.
You have nothing to do with me?
I don't even know who you are!!
And if I may- let's say I did save your stuff... this is how you thank me?
Yeah, I wonder why people would be dressing in bad costumes and attacking you.
Now I want to and I'm the good guy...(in a bad costume).
Man, will someone put my mask on!!
GOD!!

What do *you* think?
We can run his prints.
See if he's lying.
I hate you all.
Do it.
Come on!
Just hold still.
Come on!!!
MMMMMMMM
Cool toy.
What you got?
Wireless Starktech 535SpyScan. I tinkered with it so it hooks onto a global server hacker system.
Cool.
And easy.
Can I check my e-mail on it?
When I'm done.
Server connected.
Scanning for match.
Hold....
The Triskelion:
Headquarters and home of the Ultimates, the U.S.-sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.
BOOP
Um, Colonel Fury?

I'm busy.
Sorry to bother you- but we have someone trying to run an unauthorized fingerprint matchtest.
Whose prints?
How? What?
The high level alert went on. Who is Peter Parker?
Triangulate the location and send a stealth recon team.
I want an on-site report. But do not engage.
Yes, sir. But who is Peter--?
Are you out of your mind?
Oh, uh, yes sir.
Uh, Sable.
What?
Um...we're being triangulated.
How? You were running a match on the Spider-Kid and--
Jeez!
Wild Pack, move!!
What is--
SMASH
This place is burnt. This is done. Your little friend's connected!!
What? Who?
S.H.I.E.L.D. or the Feds!! And I'm betting S.H.I.E.L.D.
You know what S.H.I.E.L.D. is? You know who Nick Fury is? Of course you do.
That means he's tagged. He's on the list. He's protected.
S.H.I.E.L.D.'s going to be on our butt in five minutes.
What- what do we do?

Once upon a time there was a little boy named Donald.
Donald was a very rich boy.
His father was very rich.
His grandfather was very rich.
And his great-grandfather was even richer than that.

Donald didn't need money. He always had it and he always would.
So Donald didn't have to try hard at anything in life.
Life was great for him whether he tried or not.
ATΩ
So Donald didn't work too hard in school. He didn't work too hard at anything.
He just tried to have a good time.
WHITE SNAKE
But when Donald's father died he left the entire multi-conglomerate pharmaceutical empire to him.
ROXXON
Which surprised Donald a bit, because he was pretty sure his father hated him.
It also meant that Donald had to grow up very, very fast.

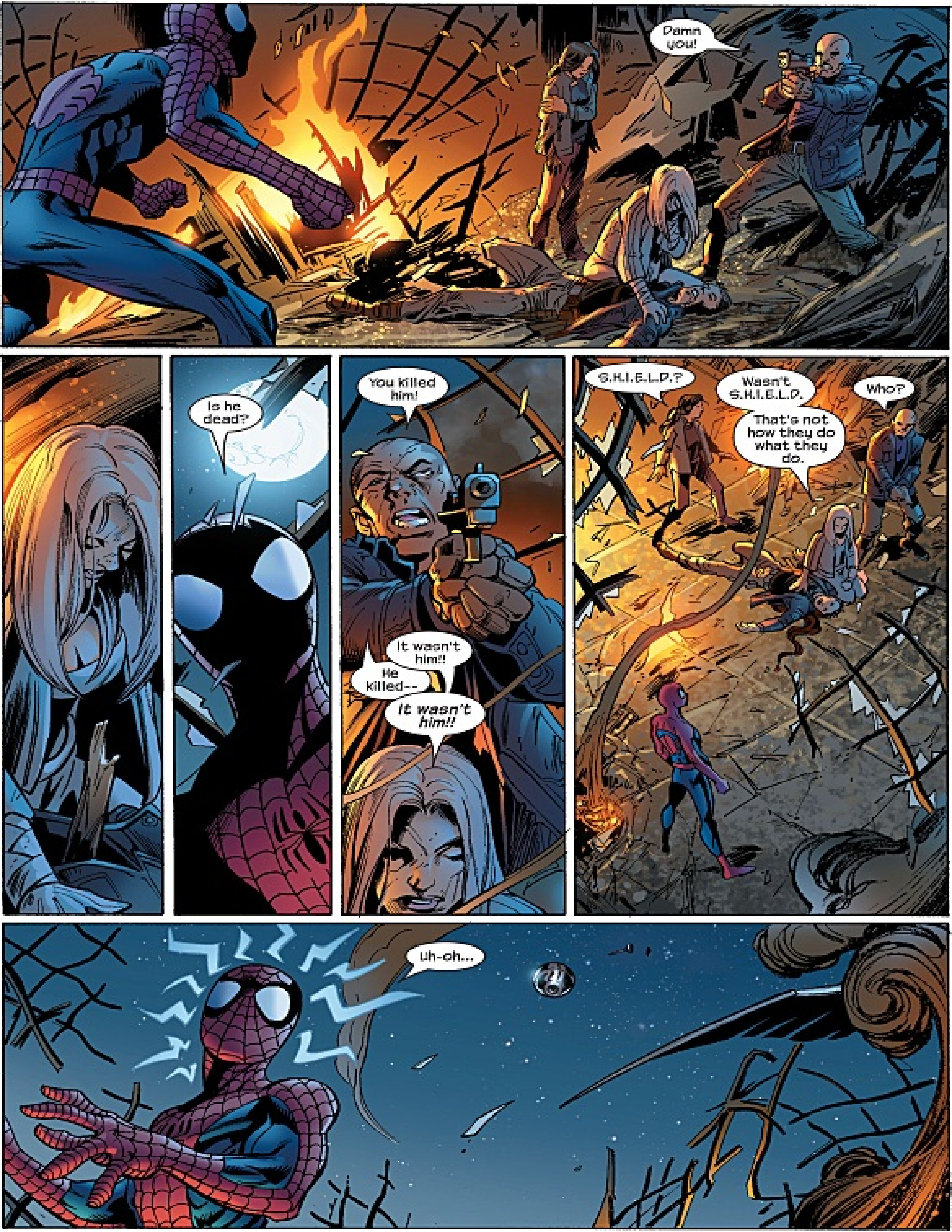

Donald realized that maybe he should have studied more in school.
Because not only was it very hard to keep track of all the different things the companies were involved in, but Donald also found that he was surrounded by enemies.
ROXXON
Everywhere he looked, men--cruel men, like Norman Osborn and Justin Hammer--were making his life a living hell.
His own Board of Directors was against him.
And because of this, Donald had to make a lot of tough decisions just to keep his head above water.

Donald often wished he could just go play on his boat.
He really likes his boat.
What are we- what are we going to do?
We? We bail! We're leaving the country.
And I have to say- you mention our names to anyone about anything and we'll find you a lot faster than we found him.
But--
Good luck, Mr. Roxxon, sorry this went down the way it did.
Wild Pack, move!
Just leave him here?
S.H.I.E.L.D. will pick him up.
But he's seen us. You have to finish this.
You'll pay us in full.
Okay, okay, just wait! Just help me get rid of--
Uh, guys...

He's seen my face. He can incriminate me!!
It'll destroy everything.
What do you want me to say? You hired us to do a job. We did a job.
Man, we're going to have to get plastic surgery again, aren't we?
NO! WAIT, WAIT!!
Wait! You can't leave like this. Someone needs to answer for this!!
Mr. Roxxon, you're--
You won't get the rest of your money! I'll make sure you--
Oh!
You gotta give it to the kid, that's pretty damn impres--
Shhh! You guys hear--?

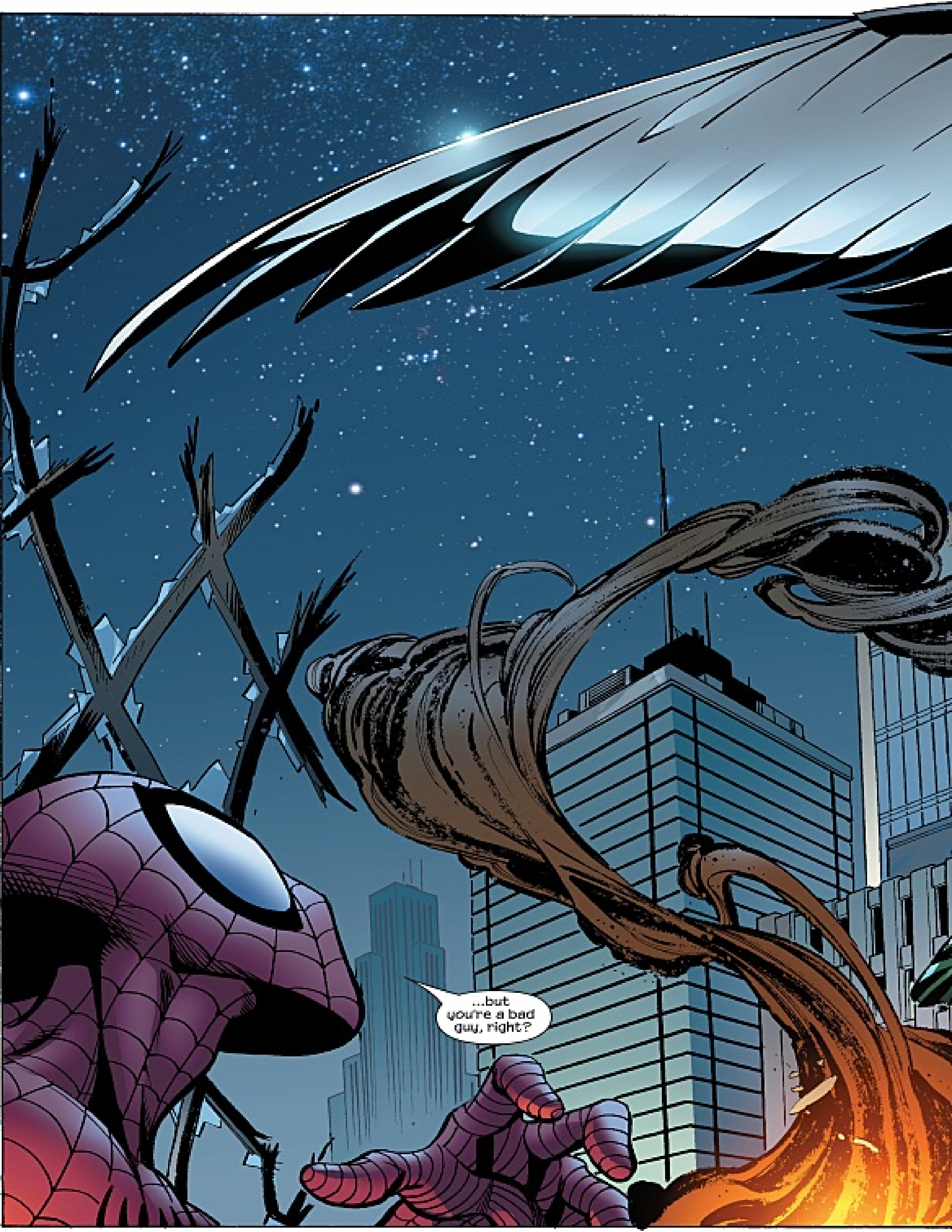
Agh!

Once upon a time there was a little boy named Peter Parker.
Peter had an Uncle Ben who taught him a very valuable lesson.
That with great power there must also come great responsibility.
It's a good lesson, and one he tries to use every day.
I didn't- I didn't--
Yeah, yeah.
ROXXO
And that's why, while most people would just run away from troublesome situations like this...
...and let these awful people who kidnapped him deal with whatever this is all by themselves...
Peter stays and fights the good fight.
Okay, I don't know who you are but I promise you you're getting a face full of w--



Damn you!
Is he dead?
You killed him!
It wasn't him!!
He killed--
It wasn't him!!
S.H.I.E.L.D.?
Wasn't S.H.I.E.L.D.
That's not how they do what they do.
Who?
Uh-oh...

FABOOM
Whoah!!
BAM BAM BAM BA
Agh!
Everybody down!!
Jeez!
THWIP
I know I've only been a super hero for a relatively short time...
FABOOM


...but you're a bad guy, right?

To be continued...

ULTIMATE SPIDER-MAN

Dear *Ultimate Spidey* Editors,

"Warriors" was AWESOME!!! So many characters, such great art, and the story? INCREDIBLE!! Bendis is a genius!! When I noticed the colorist had changed, I looked through it again and realized how unique and important coloring actually is. Both the current and previous colorists did an exceptional job. Keep up the good work.

Until Spidey runs out of webs, Make Mine Ultimate Marvel.

John Bullough
Colorado

Thanks, John! We think Justin's colors are pretty awesome, too.

This is an e-mail coming straight from Thessaloniki, Greece.We are twin brothers and we want to congratulate you for the amazing "Ultimate" series you have created.

Although these series here are just at the beginning (all series on the fifth issue), for the most impatient of us there are some precious stores that provide us American editions. Despite the fact that the editions in your country are farther ahead, we have just reached *Ultimate Spider-Man* #83. We want to say "WELL DONE" to Mr. Bagley and all the people who take part in the creation of this amazing magazine.

Your readers,
George and Chris Papantoniou
Greece

We're touched, guys. Thanks a million.

Dear Ultimate Universe,

When the Ultimate Universe began, being a big continuity fan, I instantly hated it, and wanted nothing to do with it. I didn't think Spider-Man was broken, and I thrived on continuity, so a continuity-free series just didn't interest me.

I was wrong. I was so, so wrong.

I recently picked up *Ultimate Spider-Man*. I liked Bendis, and for an instant I decided to give the series a try — just to see what I had been missing. Soon enough I had *Ultimate X-Men*, *Ultimates*, and *Ultimate Fantastic Four* on my pull-list. The entire universe sucked me in, and I couldn't be happier.

Again, I'm a continuity fan—and after 5 years, even the Ultimate Universe has gathered itself up a bit of baggage; but with the Ultimate Universe primarily being told in 4 titles, that Universe becomes easy to understand and even easier to get into.

I really, truly, love this little niche Marvel has created. You've opened up a huge universe; even to those on a budget.

I really have to congratulate you on the stellar line you've made. Bendis has utterly wowed me with *Ultimate Spider-Man!*

I think that's another reason I'm so glad you've also kept this line going while letting the regular Marvel U keep pumping. It allows you to pool the best of the best creators into this small universe, while still thrilling us with the continued exploits of the regular Marvel U.

Keep up the good work!

Erik Hollender
Winthrop, MA

Ladies and gentlemen, we have a convert! Glad you're joining us, Erik.

Dear *Ultimate Spider-Man* Team:

Congratulations on another fun and interesting issue! I really enjoyed the opening to the story, as I found the dialogue between the Roxxon employee and the member of The Wrecking Crew to be funny and informative.

Brian Michael Bendis wrote the battle between Omega Red and Spidey nicely, with the dialogue being as clever as the actual fighting. Within the first two pages, Spidey delivered three very funny and appropriate quips that made me laugh, and I especially enjoyed the comment about the Doctor Octopus fan club! I have never read an issue with Omega Red until this one, but I did play against him in the old *Marvel vs. Street Fighter* arcade game...he was tough to defeat then, and he sure gave Spidey a good fight in *USM* 86! Spidey ending the fight by dropping a forklift on Omega Red was an inspired touch.

In conclusion, I really enjoyed the high-tech espionage and conspiracy theme that the book has right now. Poor Flash Thompson's situation illustrated the complicated and dangerous world that Peter Parker lives in. He's trying to go to high school and live something close to a normal life, but keeps finding himself a target for large and secretive factions.

Thank you for your time.

Jerry Popek
Brunswick, Ohio

Thanks for *your* time, Jerry.

NEXT

If you think Spidey had his hands full with Silver Sable, wait'll the Vulture swoops in for a piece of the action! And what does the Roxxon Corporation have to do with all this? As if that weren't enough, Ultimate Iron Man makes a guest appearance. This is an issue you can't afford to miss!

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The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

ULTIMATE SPIDER-MAN

PREVIOUSLY

Having recently broken up with his girlfriend, Mary Jane, Peter started dating the X-Men's Kitty Pryde. But Peter's happiness is short-lived, as the mercenary group The Wild Pack, led by the beautiful and deadly Silver Sable, is hired to capture Spider-Man!

Their employer, Donald Roxxon (head of the Roxxon Corporation) thinks Spider-Man has been specifically targeting Roxxon properties for protection against super-villains (which, of course, Spidey hasn't) and wants to capture Peter to find out why (which, of course, is a funny way to say "thank you").

In a rooftop garden, Sable and her Pack try to figure out what to do with the captured Spider-Man (and the confused Roxxon). But they inadvertently alert S.H.I.E.L.D.—America's elite espionage force—to their location. S.H.I.E.L.D. head Nick Fury has long had his eye on Peter, but before S.H.I.E.L.D. can make its move, the rooftop is attacked—by a man in a green bird costume!

Writer Brian Michael Bendis
Penciler Mark Bagley
Inker John Dell
Colorist Justin Ponsor
Letterer VCs Cory Petit
Production Tom Valente
Assistant Editor Nicole Wiley Boose
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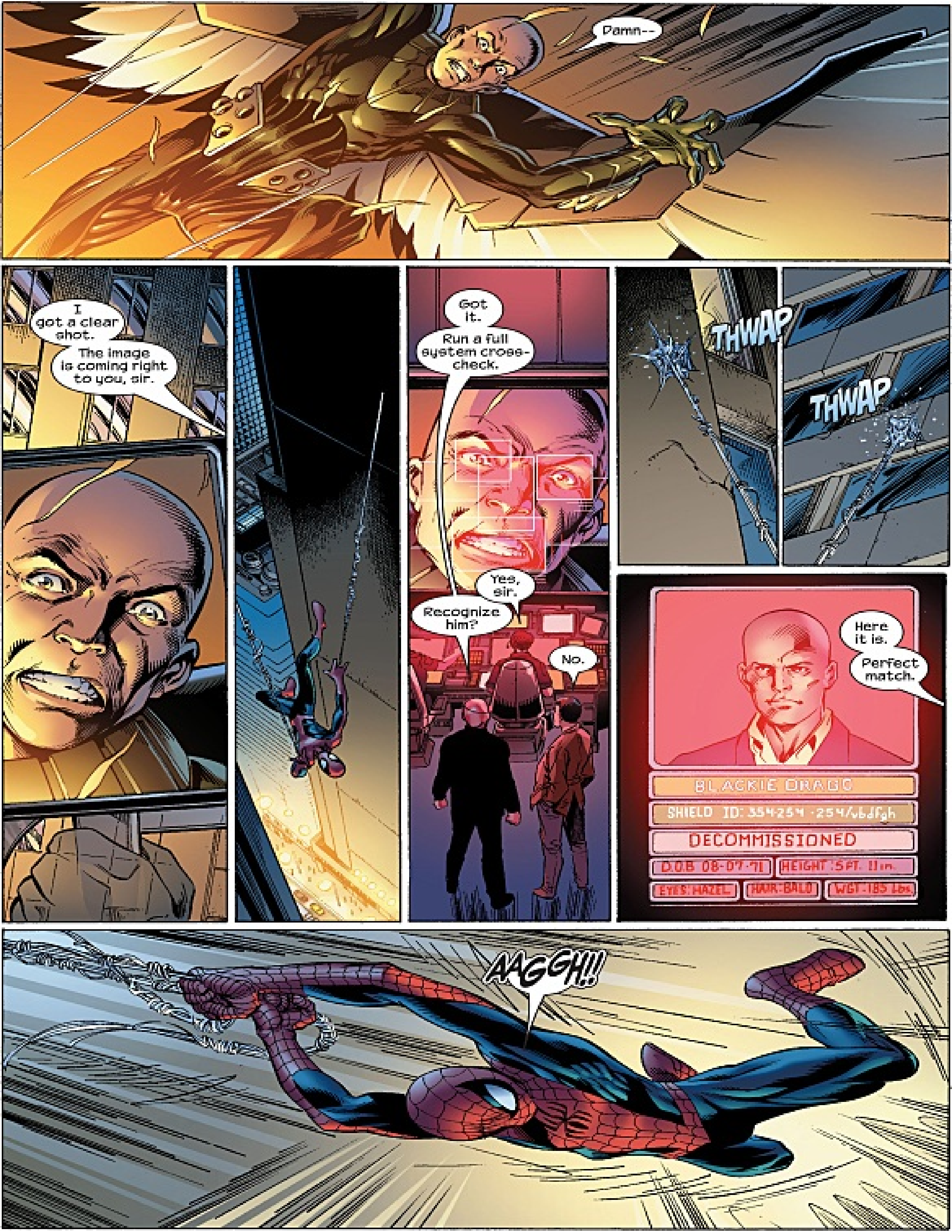
Hey, wait up!!
You can't just leave now!
You went to all that trouble to make yourself into this big bald flying bird-man--
--and you went and tossed some grenades--
--the least you could do is hang around for the super-hero showdown!

Unless you need to find a park statue to poop on...
This is S.H.I.E.L.D. Agent Sharon Carter broadcasting on D-Sac Secure Line Beta.
As ordered- I am across the street from Roxxon Industries and have full view of an ongoing mid-air conflict between Spider-Man and an as-of-yet unidentified man in a techware flying suit.
He may or may not be a mutant.
As ordered, I am observing, recording and not engaging.
Switching to full cloak.
Over.
Not to get too technical but Spider-Man is chasing a skinny bald guy in a big bird outfit.
Images should be coming in now. Over?
"Spider-Man is chasing a skinny bald guy in a big bird outfit."
Now there's a sentence you don't hear every day.
I'll go put on the Iron Man armor.
Actually, no.
Let this play out for a minute.
Why?
Paint me a picture, Agent.

Then by all means...
I'll wait.
This is Nick Fury at the Triskelion, reading you loud and clear, Agent.
What do you got? What do you see? What do you know?
Here comes footage.
Sable, what should we do?
We should get the hell out of here! We're one man short.
Not yet.

Yap it up, kid.
After tonight, I'm going to double my quote!
Yap? Who says yap?
(oh man.)
THWIP
Grenades.
Oy with the grenades!!!
BOOM!
Yow!


Damn--
I got a clear shot.
The image is coming right to you, sir.
Got it.
Run a full system cross-check.
Recognize him?
Yes, sir.
No.
THWAP
THWAP
Here it is.
Perfect match.
BLACKIE DRAGO
SHIELD ID: 354-254 -254/vbdfgh
DECOMMISSIONED
D.O.B 08-07-71
HEIGHT: 5FT. 11in.
EYES: HAZEL
HAIR: BALD
WGT: 185 Lbs.
AAGGH!!

Son of a--
Sable?
Shh...
AHH!
Oh my God...
Oh my God... please!!!
I didn't do anything to deserve this!!
Oh come on, Roxxon!!
I'm sure you can think of *something* you did!

FOOM
Oh Goaad!
Agh!
Damn it!
What the hell is going on??
Oh Gooaadd...!!
Fury, should I engage? The guy in the bird outfit--
He's ex-S.H.I.E.L.D. Hold on.
Ex?
How do you get to be ex-S.H.I.E.L.D.? I thought it was a lifetime contract.
It ain't easy.
I'm going to suit up. This'll be done in fifteen seconds.
No.
No?
I'm testing the Parker kid.
Kid's been through enough. He's got the goods.
I'm not testing him for that.

Man, I gotta tell you--
SPOK
Gagh!
I would love to go a week--
THWIP
--without someone trying to blow me up!
It's nice to have a dream.

FUNK FUNK FUNK
SPASH
Okay, okay!!
Go back to the grenades!!
THWIP
Sir, I want one of these suits for my birthday.
It's like Sam Wilson's getup only... cool.
Who did make that suit?
Keep an eye on that Silver Sable and her gang.
She's not moving, sir.
Who's Silver Sable?
It's a whole thing.
Agh--
DOODEDOODEE
Oh my God! My- my phone!
Yeah! Yeah.
DOODEDOODEE
Hello? Listen, please!! I'm being held hostage by--
Hello, Mr. Roxxon.
Listen, I'm webbed to the side of my building and I need you to call the police and--
Oh my goodness, are you actually crying?
That is fantastic!
ROXXON
Who is this?

Sir, I'm picking up a cell transmission off of Roxxon.
We got it.
Hey, come on, I'm supposed to be chasing you!!
You really are a dumb $#@#, Roxxon.
People say that about you, but man is it really true.
Who is this?
You really have no clue, do you? You are without clue.
I-I don't understand.
Of course you don't. You don't understand anything!!
You don't even know what you really do for a living!! Let alone know what your company does or what your name means!!
You're a puppet. A puppet!! With no puppeteer!!
Who doesn't even know he's a puppet.
Sable, it's for another day.
Shut up.
ARGH!
What are you, twelve years old?

Did our mystery bad guy...
Actually called Roxxon on the phone.
Why would he do that?
I'm torn, Roxxon.
Because destroying you and your company at every turn really should be good enough.
It should. I know.
But--
But the truth of the matter, when it's all said and done...
I really do want you to know who did it. At least I want you to hear my voice.
That's why.
I'm triangulating the call, sir.
We already got it.
Now can I suit up?
Hell, yes.
BAM

BLAM
AGH!
Whoah!!
Great!!
Now I have to save him!!
Just tell me what you want and I can--
Oh, I'm getting what I want, fat man!
Your business is falling apart around you!!
You're not sure if you'll live or die!!
And it will never end.
Even after you finally put a gun in your mouth...I'll still come at you.
Traced it to Jersey.
Get a team ready to go!
And your company and your family and your name...until it's all dust!!
Who is this??

I want you to know...
THWAP
Agh!
Just because I'm saving you from burning alive in your bird suit...
And saving you from a certain future as bald street pizza!
THWIP
THWAP
Get off!
Doesn't mean I'm taking a *liking* to you.
(Even though I could certainly see where this could start some rumors.)
AIIIGH! Get off!!
I just don't want you landing on any innocent bystanders!
AAGGHH!!
Oh, that's cute...
...how you scream like a girl like that.
One more thing...
Oh no!
Sorry about your face.

Woof!
Okay, whew!
No dead guys.
You guys see anybody go splat?
Yes? No? Maybe?

I'm--I'm just going to sit and enjoy the ground for a second.
Oh, and don't try that at home.
Oh wait, I totally forgot I left a pudgy middle-aged yutz webbed to the side of a building.
I hate when that happens.
Uh...
Oh, man--did he *fall?!!*
No, no, these were cut.
Man, I *hope* he didn't fall.
And of course...
Everyone has run away.
All this and I have no idea what any of this was about!!
And I probably never will.
I got geometry homework anyhow.
(Big bald bird guy.)

Jersey
Good evening.
Okay, okay.
Damn.
I thought I bounced the trace.

Yeah, like we don't know how to work past that.
So? What?
You an inventor?
I tinker.
Hold on.
You got him in custody? Make sure the bird costume--
Vulture. It's supposed to be a Vulture.
Make sure it's not booby-trapped before you try and remove it.
It's not.
Elijah Stern.
You worked R and D for Roxxon and he fired you, so... you had a temper tantrum.
I-I need a lawyer.
You need massive amounts of therapy, you deluded idiot.
He fired me after I gave him the future!!
I *gave* it to him!!
I figured out how to use vibranium as a power source, an unlimited power source!
I sent him in the prospects and they shut down my department.
Downsized me!!
On the birth of a new technological millennium.
Roxxon's a fool.
A truly dumb fool.
The future of the world is in the hands of fools.
He screwed me. So I screwed him *back*.
And I did it spectacularly well. I bet he leaves the country. I bet he kills himself with pills.
If you got yourself fired, how could you afford these suits?
And how can you afford goons to put in your suits?
I stole it all from Roxxon. Hacked his accounts.
And goons are easy. There's a whole web-ring... you can hire them out of Malaysia.
Why didn't you just blow up his car? You wanted him dead so bad.
What would *that* mean?
It wouldn't mean anything. I had to take him out with things I invented *for* him.
You have two choices, Tinker-er...

You work for me 'til I say you're done.
You live under lock and key until I say you've served your time.
You see a shrink that I send you to.
Or...?
I shoot you for trying to escape and take all your toys anyhow.
Okay.
Let's do that first thing.
Hey, what's that over there?
Oh, that? I call that the Slayer.
What does it slay?
What do you got?
Nice.

Roxxon!
Roxxon!
How did Spider-Man find you??
From The Bugle--
What's the connection--
Roxxon!
Roxxon!
Roxxon!
NO
Spider-Man??
Roxxon!
Roxxon!
Oh Lord!
You have my money?
Yeah, yeah okay.
I have your money.
You understand, if I ever see or hear from you again after today...
I'll kill you in your sleep.
Okay.
If my name is said out loud by you to anyone--
--including S.H.I.E.L.D. or the F.B.I.--
--one day you'll go to sleep and you'll never wake up.
Okay.
Okay then.

Flash Thompson.
Spider-Man, you can run around in a costume and commit crimes if you think that makes you a man--
--but if you come into my home and threaten me and my family, then me and you are going to have problems.
No, please, I'm sorry. I just wanted to say I'm sorry for all the trouble I bring to you and the whole world.
LIFETIME CHANNEL
AAAHHHAHAHAHAHA!!

Well, you better get on outta here, or I'm warning you...
It's clobbering time!
The Lifetime Original Movie, Caught in the Spider's Web: The Flash Thompson Story...
...will be right back.
AAAHWAHAHAHAHA!!
Kitty, do you really think you should be laughing in my face this early in our relationship?
That's not me, that's Wolverine.
Oh Peter, don't sweat it. The show aired. It's over. Don't worry about it.
AAAHWAHAHAHAHA!!
Oh, it's not over.
Oh my God, was Spider-Man actually in your room, Flash?
Yeah, he really--
I thought the actor who played you was like not nearly as much a hottie as you.
What is your damage?
No, I mean, the actor--I meant it as a compliment.
Is it true Spider-Man's one of our teachers?
I think he's one of the janitors. I mean, look at him. He's disgusting.
He did kind of smell.
Oh my God, that's so gross.
Next Issue: Deadpool

ULTIMATE SPIDER-MAN

Dear USM Letters Page,

I've just picked up *Ultimate Spider-Man* #88, and on the cover where it would usually say Bendis, Bagley, Hanna, it says Bendis, Bagley, Dell. So I take a look at the *Ultimate Spider-Man* credits and there is no one named Dell. So my question is who is Dell!?

Alec Berry

Well, Alec—you just gave us the perfect opportunity to welcome new *USM* inker John Dell! John came on for issue 88 (and we apologize profusely for getting it wrong in the credits), skipped 89, and now he's back full-time and full-power! And we couldn't be happier!

Not that we didn't all love the inking stylings of departing inker Scott Hanna, 'cause we all did! Don't miss his pen-and-brush prowess over on *Ultimate X-Men* and his remarkable finishes on *X-Men: Deadly Genesis*!

Thanks for giving me a great start to this New Year!

Geez.

Ultimate Spider-Man continues to impress. I'm new to this, so please let me say something that you've probably heard hundreds of times before: how the heck are Bags and Bendis (and the rest o' the crew) producing stuff this good this fast?!?!

I'll have to reiterate though—the Ultimate version of the Wild Pack...kinda sucks. They just keep screwing up! Getting the wrong guy, letting the media figure out where Spidey studies, failing to take him down this issue...in the words of every Bendis character, "arrrggggh!"

The Ultimate line is the best thing being published today, no doubt.

Good day,
Butch Mapa

Thanks, Butch! Glad we finally won you over to *USM*! And the whole crew amazes us every issue, too!

USM,

You guys made my month. I got the impression that the general response to the Peter/Kitty relationship was negative, and I wanted to say I think it's great.

You do a fantastic job making sure that *USM* is set in the *Ultimate* Universe, not just the Spider-Man continuity, and while I'll always love MJ, what Spidey needs right now is a girl who can relate and sympathize with his super-hero lot in life, a girl he feels he can get close to without being afraid for her.

I think her character and the story arc in general are perfect, and I'm already dreading its end ('cause let's face it, nothing good ever seems to last in Peter's life). I hope you guys keep taking the story where you want to take it, not necessarily down the straight and narrow of the original comic.

Dan

Are you kidding!? Response to the Peter/Kitty thing couldn't have been *more* positive! And wait'll you see what happens next issue, when we see Kitty's new costume!

Dear *USM* Crew,

My little cousin had a big Spider-Man theme for his birthday a couple years ago and got me hooked on Spider-Man. I started watching the cartoons, reading the comics, and even started making my own comic books.

One day I was looking around in the comic book store, and saw the cover of issue 48. Kingpin happens to be one of my favorite Spider-Man bad guys, so I picked it up and flipped through it. I cracked up! I have been collecting *USM* ever since. I love the way you have redone the characters and the stories.

I'm just upset I didn't find out about *USM* sooner. I am glad I can get the volumes from the library to read what I have missed.You all do an awesome job! I love it.

Misty Gray

We're glad to have you along on this crazy ride we call *Ultimate Spider-Man*, Misty! And let me say, you're lucky to have such a great library in your area!

Hey Ultimate Team,

I recently subscribed to *Ultimate Spider-Man* and I must give it to you—you have done an amazingly excellent job. I also like the fact that I can purchase the previous issues as graphic novels. I love it that a story will take place in a multi-issue series. It creates a greater suspense and makes the characters evolve like readers never saw before.

I was re-re-reading the "Hobgoblin" story, and I was confused on whether Harry Osborn's bald friend existed or not. It's as if only Harry sees him. I do not understand what really happened.

Also, why does Venom so far not have the giant white spider on his living suit (unlike what is seen on the covers)?

Keep up the great work. Can't wait for Silver Sable.

Will Morizio
Canada

Thanks, Will! In "Hobgoblin," it seems that Mr. Shaw was, indeed, a figment of Harry's damaged psyche, and when we were seeing him, we were seeing events either through Harry's eyes, or events that Harry constructed entirely in his mind.

As for Venom...well, maybe the white spider will show up sometime in the future...?

Dear Ultimate Crew,

Just finished reading *Ultimate Spider-Man* #88—you guys are doing a fantastic job of rendering the Marvel Universe in the Ultimate form. I've been following every single issue of the Ultimate line-up, and it basically defines the word:

Awesome.

USM #88: nice issue. I really like the way things are brought up in a subtle way. I like the Peter and Kitty being together, and I also love the expression on MJ's face when she sees Peter and Kitty together.

Although I like what has been going on in *USM*...you see, my friend—not me—my *really close friend to me*, went into a shock on seeing Gwen dead. I know it's late to talk about it, but he's been in that state of shock since then.

I really do not get the idea of killing her off so quickly. Not that she needed to die in the future either...it seems you're following the old Spidey story and changing it a bit to make it into *USM*. The readers would certainly love to see more freshness.

A lot of people I know actually stopped reading USM because of Gwen's death. Really, I mean you can always bring her back. There's the return of Hammerhead and also the tablet Kingpin's after. Those could serve as good catalysts in bringing her back. They are just suggestions, although I'd—I mean, my friend would—love to see her back.

Okay I admit—it's me, not my friend, and I'm whining—but like it was mentioned earlier, her death has been a topic of controversy. I say it again that, I would personally love to see her back and for her to develop into a more mature character.

Prakhar Srivastava
Lucknow, India

Aw, Prakhar, and here we thought you were just being selfless, standing up for your friend!

Allow me to address some issues that have been knocking around in my head:

1. Peter must tell his aunt that he's Spider-Man. I understand that her not knowing creates an important dramatic tension, but Bendis' Ultimate Aunt May is not the frail biddy Stan Lee's Aunt May was. Ultimate Aunt May is a strong, admirable woman who deserves the same amount of respect and openness that Peter showed with his (now ex) girlfriend.

2. This issue may have been discussed to death, but I want to add my voice to the chorus that has stated that dead characters should remain dead in the Ultimate Universe. I loved Gwen—I thought she had an element of danger and unfocused hostility that the rest of Peter's friends lacked—but she should never return (except in flashback). No clones, no Orpheus-like search in the afterlife. If death is not final, then risk means nothing, heroism is cheapened, and sacrifice is nonexistent.

3. Peter and Kitty make a great couple. The *Annual* did an excellent job of demonstrating their parallel lives. I'm quite enjoying the new awkwardness in the Peter-Mary Jane relationship. How do you maintain a friendship after a break-up when one has moved on and the other hasn't? If Bendis can come up with a workable solution, he may be the first man in history to do so.

4. How great is it that Spider-Man can punk a guy in an eight-foot rhino supersuit, but a random high school bag check stops him cold? The Ultimate universe reignited a love of comics in me that I thought died way back with the "Mutant Massacre." Your stories are fresh and engrossing, your characters are well-developed and exciting, and your artwork is vibrant and jaw-dropping.

Some people I know still think comics are a waste of time or that the Ultimate Universe does not have the same prestige as the regular universe, but I think you're the best at what you do, and what you do isn't near a vice.

Jeff Boyer

Wow, Jeff...thanks for that eloquent praise. We salute you and your Orpheus imagery!

NEXT

A new arc! A new villain! Another new villain! More new villains! New guest stars! And a new identity!?! (Or, in other words, "Deadpool," Deadpool, the Ringer, the Reavers, the X-Men, and Kitty Pryde is...Spider-Girl!?!) Don't miss it—we couldn't bear having you that depressed afterward!

CAROLINE McGRAW — SPECIAL THANKS
JOHN BARBER — ASSOCIATE EDITOR
NICOLE WILEY BOOSE — ASSISTANT EDITOR
RALPH MACCHIO — EDITOR
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ULTIMATE SPIDER-MAN
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ULTIMATE
SPIDER-MAN
ISSUE
1
ANNUAL
ANNUAL
MARVEL
BENDIS
BROOKS
MENDOZA
HANNA
STEWART
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ULTIMATE SPIDER-MAN

The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility. Peter's life has been turned upside-down in recent months, thanks in no small part to his breakup with girlfriend Mary Jane Watson...

Born with strange and amazing abilities, the X-Men are young mutant heroes, sworn to protect a world that hates and fears them. Kitty Pride's ability to "phase" through solid objects has made her a valued member of the X-Men, even though she is the youngest person on the team. Kitty's also been having problems with her love life, and has just recently broken off her relationship with fellow teammate Bobby Drake (a.k.a Iceman)...

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Penciler
Mark Brooks

Inker
Jaime Mendoza

Additional Finishes
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Colorist
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Letterer
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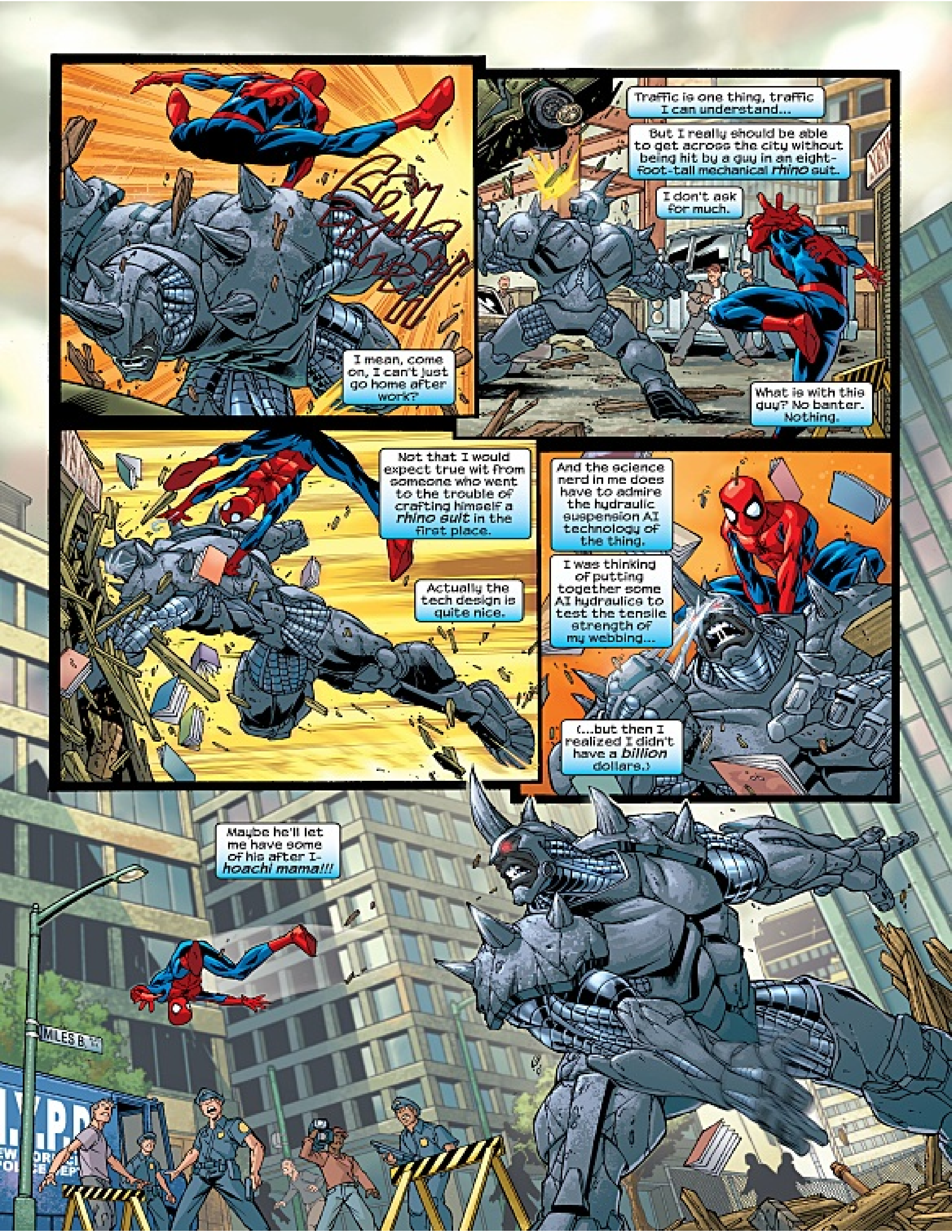
I am not in the mood for this.

FWWWOOOSSSHHH
HHUURRAAGGHHRRHH!!!
I don't know why I agreed to this.
Why does being Kitty Pryde, X-Man mean I have to be Kitty Pryde, X-Man every single second of every single day?
I used to have a life.
I did, didn't I?
Kitty!!
Fair kitten, the dragon will not breathe another breath of hellfire as long as your trusted Legolas--
Uh, you know what...?
...I'm going to go do my homework.
But the forces of doom are--
Eh, that's okay.
But I programmed the Danger Room so we could...
Kurt, you're cute when you're a colossal über-geek.
Cute is good.

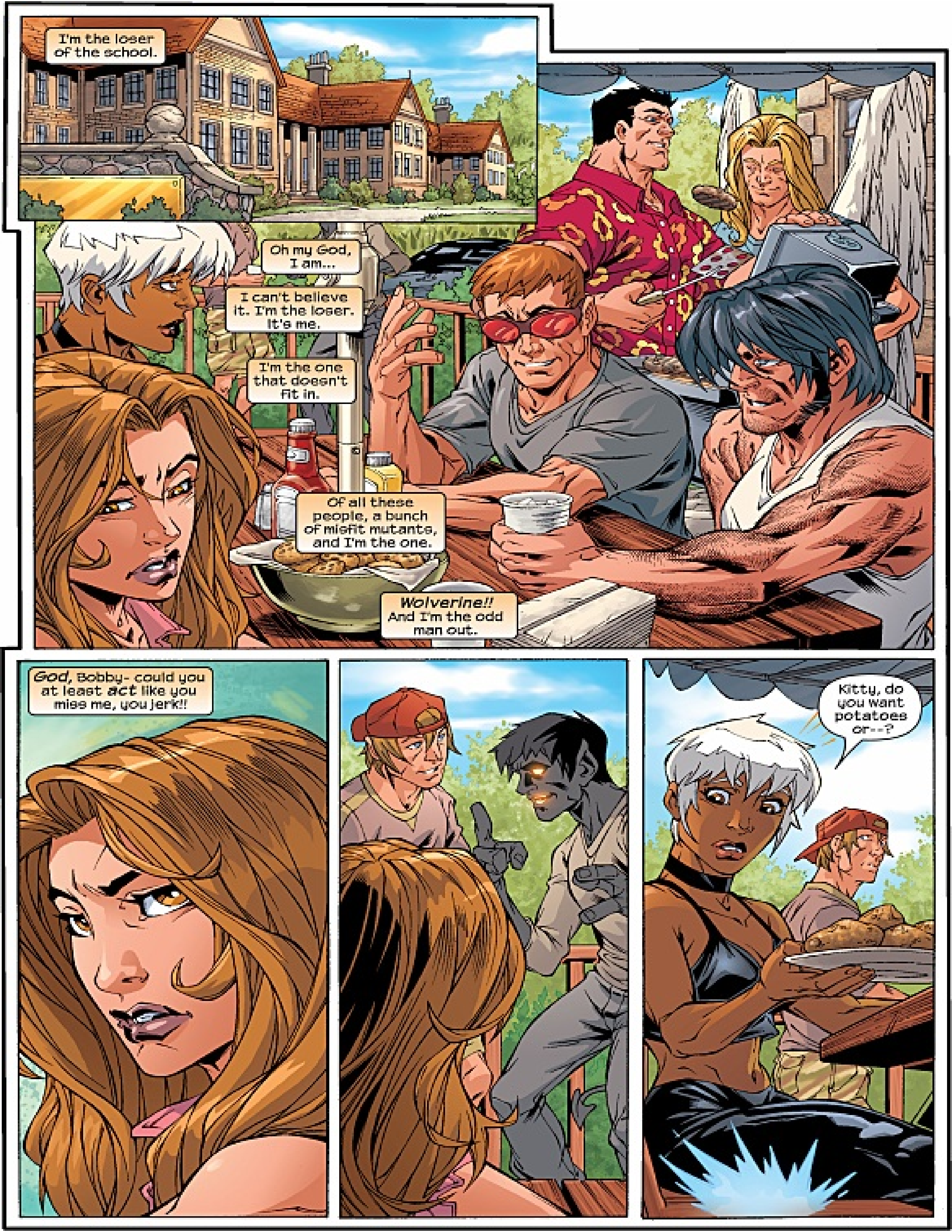
I am not in the mood for this.


I mean, come on, I can't just go home after work?
Traffic is one thing, traffic I can understand...
But I really should be able to get across the city without being hit by a guy in an eight-foot-tall mechanical *rhino* suit.
I don't ask for much.
What is with this guy? No banter. Nothing.
Not that I would expect true wit from someone who went to the trouble of crafting himself a *rhino suit* in the first place.
Actually the tech design is quite nice.
And the science nerd in me does have to admire the hydraulic suspension AI technology of the thing.
I was thinking of putting together some AI hydraulics to test the tensile strength of my webbing...
(...but then I realized I didn't have a *billion* dollars.)
Maybe he'll let me have some of his after I-*hoachi mama!!!*

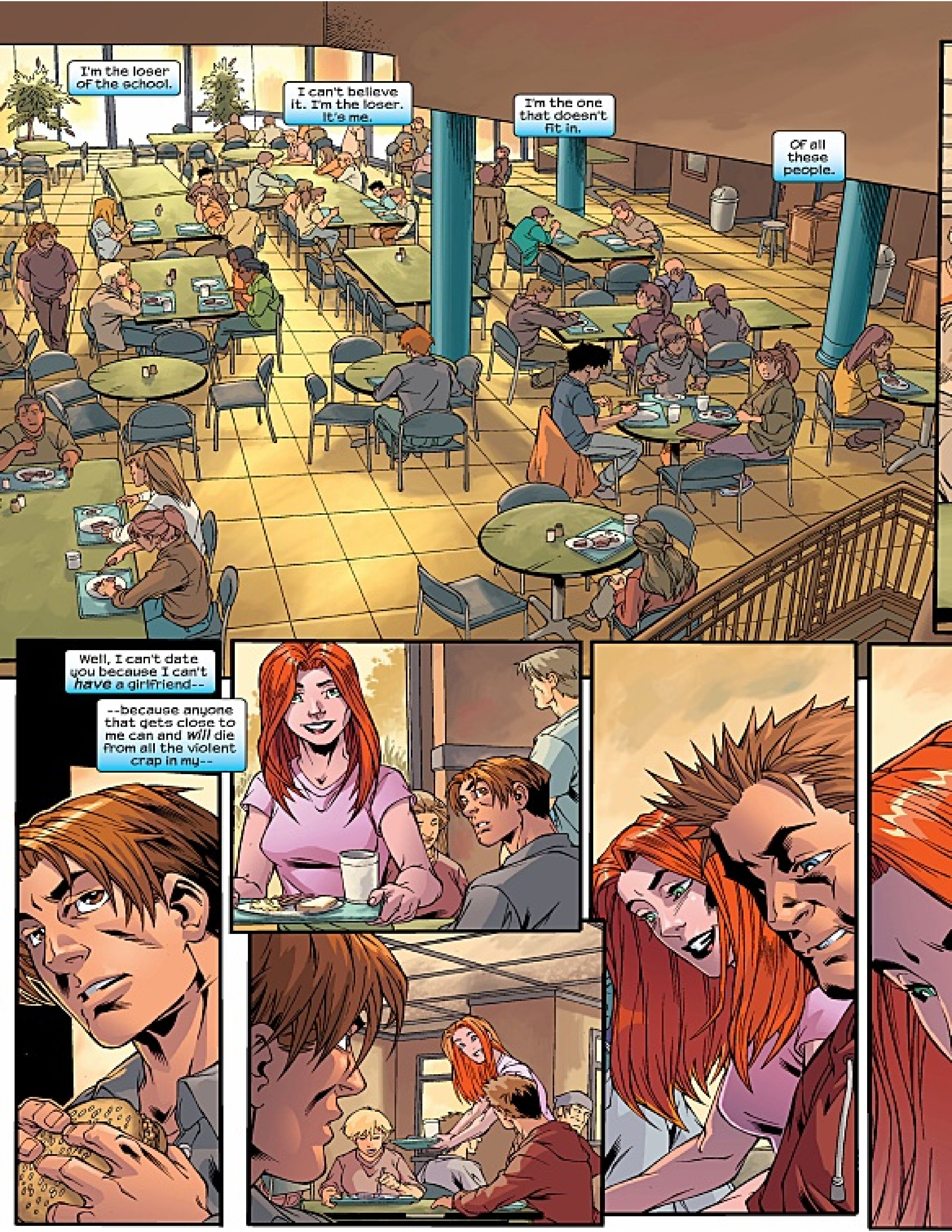
CRASH
Oof!
CLUMP
Oh good...
The army is here...
... for me to save.
Where was I before we were rudely interrupted by you throwing me through a building?
Oh yeah!
CLANG!!

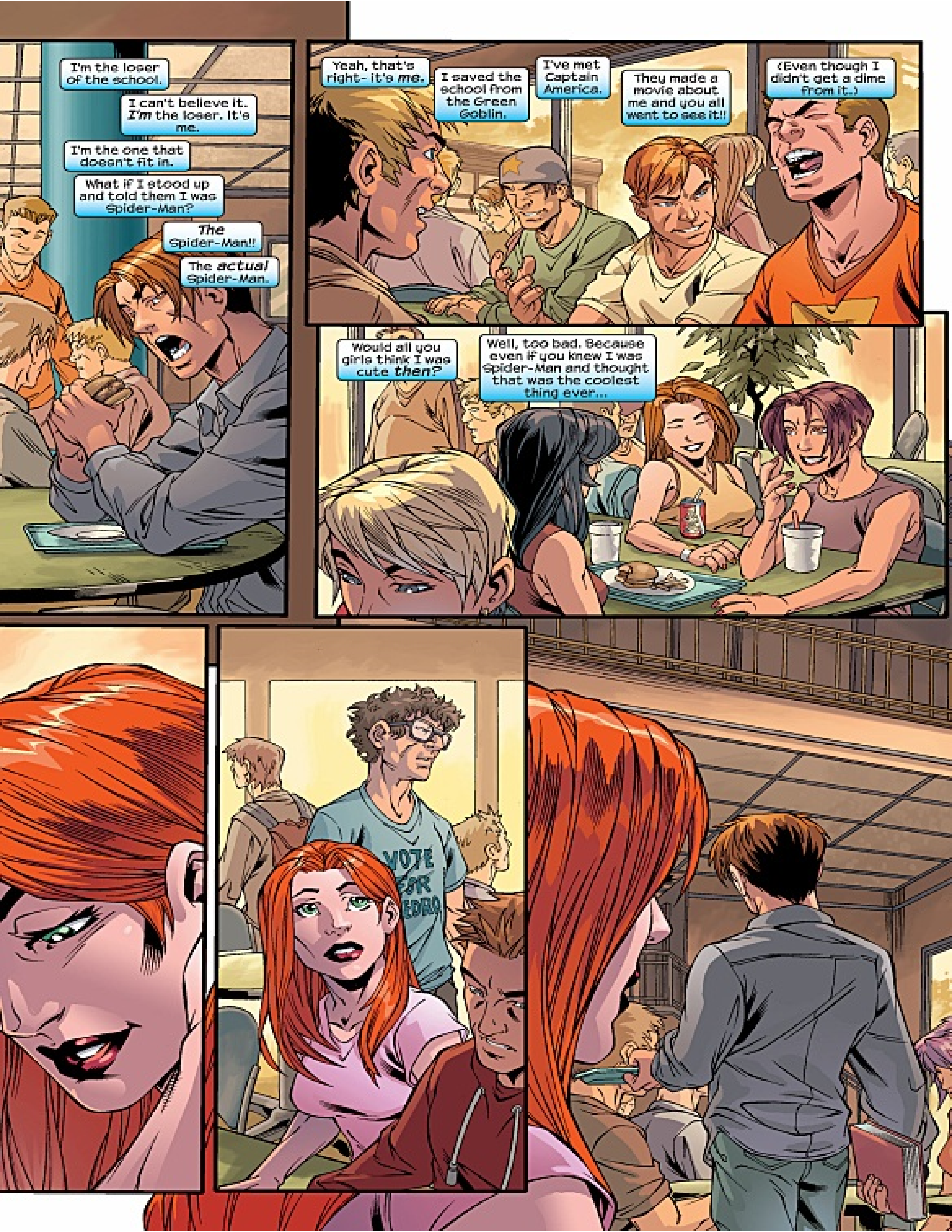
Nnnn!!!!
CRACK
See, look at that, that's just cool.
Oh well...
Whoah there, li'l fella!
SCRASSSHEDSS!!
BOOM

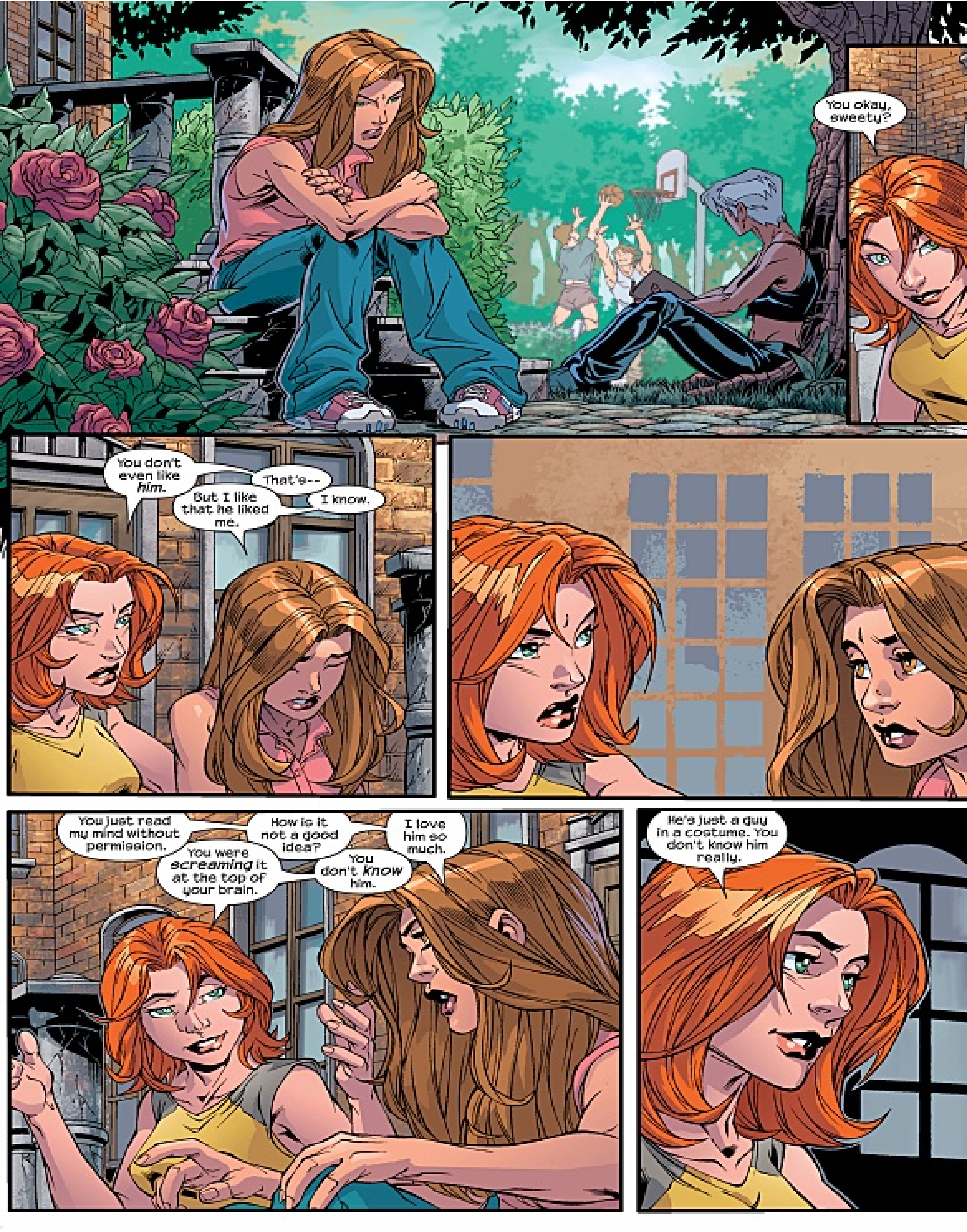
BOOM
BOOM
BOOM
BOOM
BOOM
BOOM
Uh-
-oh.
BOOM
Yo, G.I. Joe! What *was* that?
Are you all right?
No! What *was* that?
This guy stole a prototype war machine that--
Stand down, soldier. National security!!!
But he just saved us from--
We're going to have to bring you in for questioning!
Yeah, *that'll* happen!!
Oh... and you're welcome.



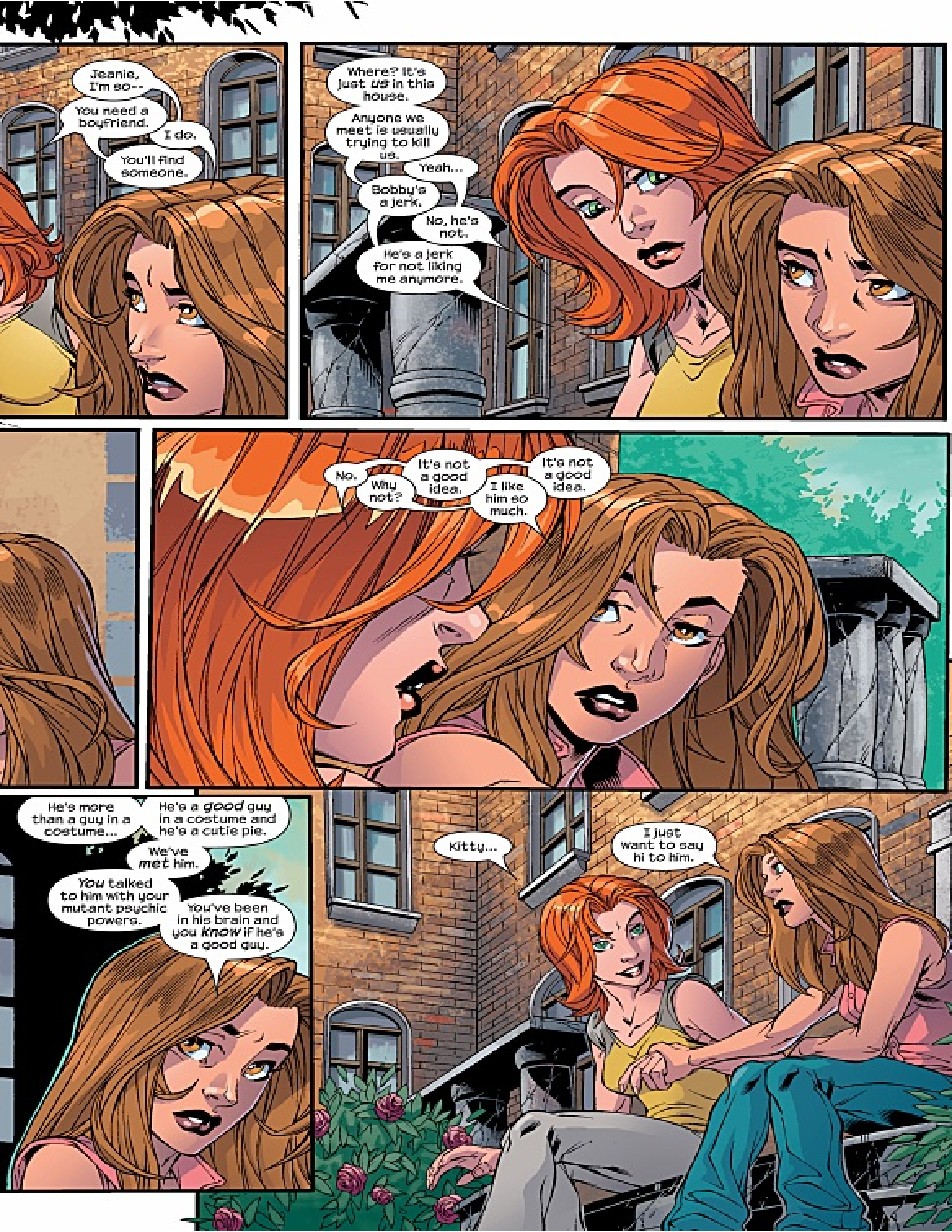
I'm the loser of the school.
Oh my God, I am...
I can't believe it. I'm the loser. It's me.
I'm the one that doesn't fit in.
Of all these people, a bunch of misfit mutants, and I'm the one.
Wolverine!! And I'm the odd man out.
God, Bobby- could you at least act like you miss me, you jerk!!
Kitty, do you want potatoes or--?


I'm the loser of the school.
I can't believe it. I'm the loser. It's me.
I'm the one that doesn't fit in.
Of all these people.
Well, I can't date you because I can't *have* a girlfriend--
--because anyone that gets close to me can and *will* die from all the violent crap in my--


I'm the loser of the school.
I can't believe it. *I'm* the loser. It's me.
I'm the one that doesn't fit in.
What if I stood up and told them I was Spider-Man?
The Spider-*Man*!!
The *actual* Spider-*Man*.
Yeah, that's right- it's *me*.
I saved the school from the Green Goblin.
I've met Captain America.
They made a movie about me and you all went to see it!!
(Even though I didn't get a dime from it.)
Would all you girls think I was cute *then*?
Well, too bad. Because even if you knew I was Spider-Man and thought that was the coolest thing ever...
VOTE FOR PEDRO



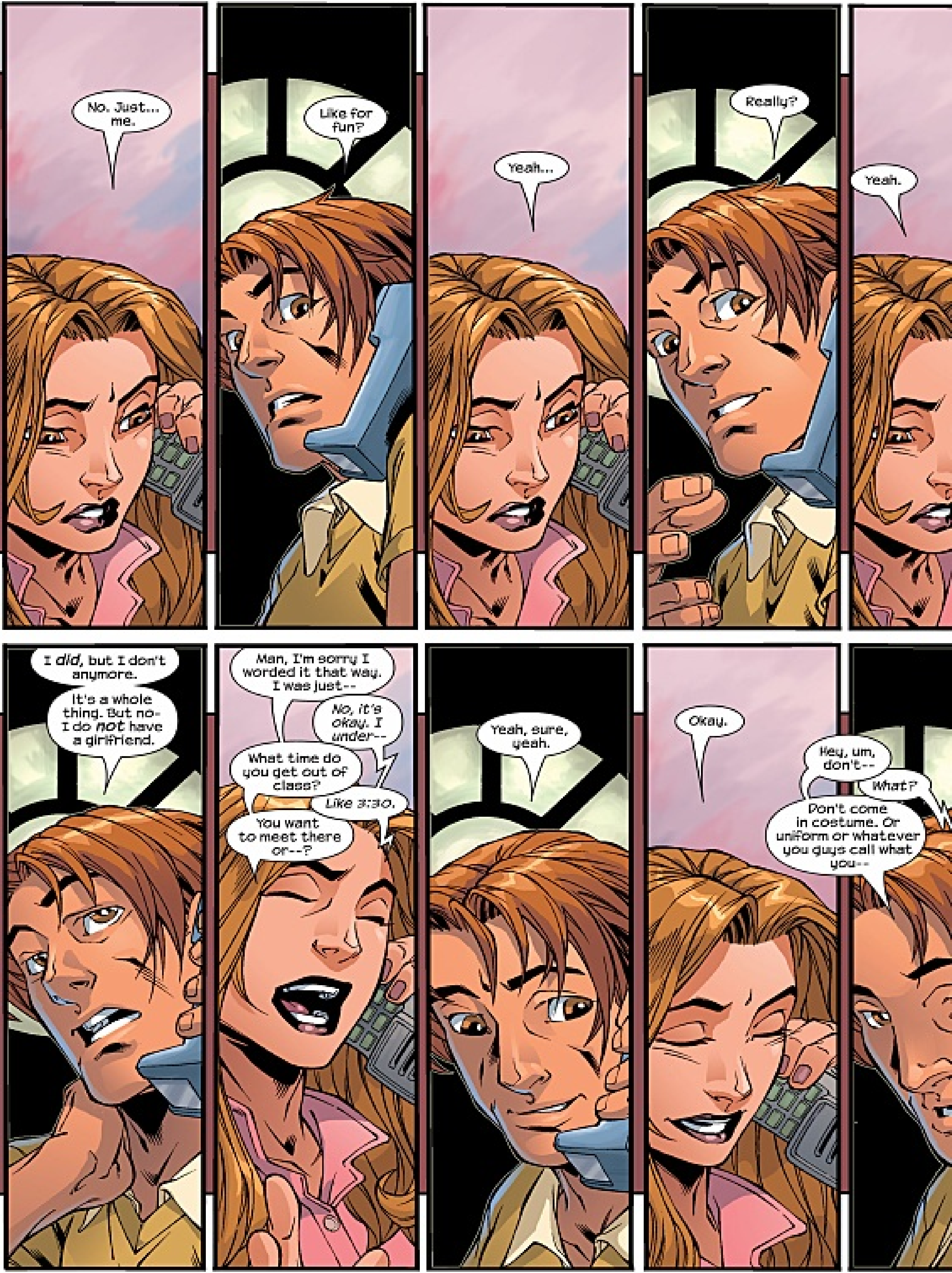
You okay, sweety?
You don't even like *him*.
That's--
But I like that he liked me.
I know.
You just read my mind without permission.
How is it not a good idea?
I love him so much.
You were *screaming* it at the top of your brain.
You don't *know* him.
He's just a guy in a costume. You don't know him really.



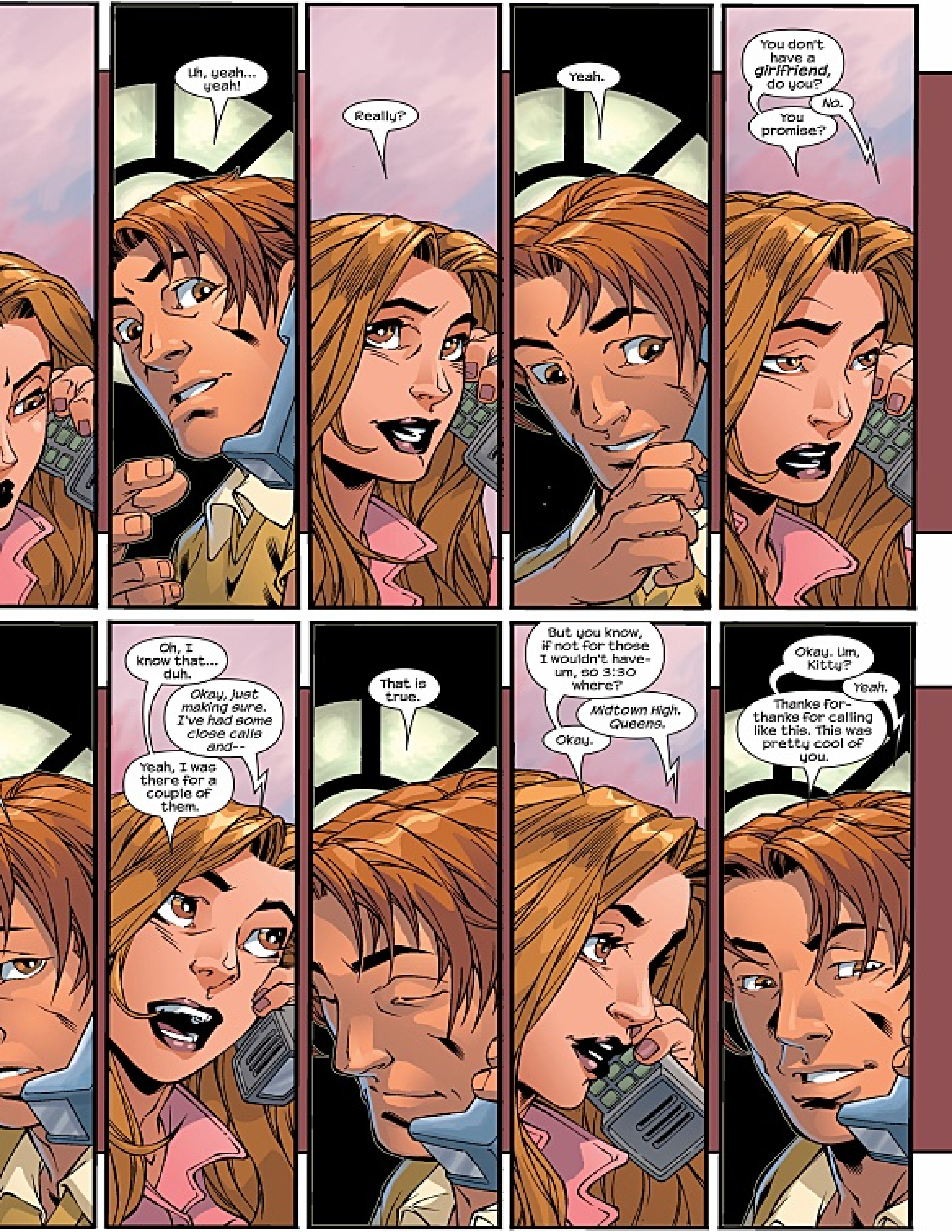
Jeanie, I'm so--
You need a boyfriend.
I do.
You'll find someone.
Where? It's just *us* in this house.
Anyone we meet is usually trying to kill us.
Yeah...
Bobby's a jerk.
No, he's not.
He's a jerk for not liking me anymore.
No.
Why not?
It's not a good idea.
I like him so much.
It's not a good idea.
He's more than a guy in a costume...
He's a *good* guy in a costume and he's a cutie pie.
We've *met* him.
You talked to him with your mutant psychic powers.
You've been in his brain and you *know* if he's a good guy.
Kitty...
I just want to say hi to him.

This makes me h8 Spider-man even more. So the Army is there to take care of whatever this is but smug Spider feels he needs to stick his ugly nose into it. What an arrogant wad!!!
The Army is there fatso!!! We don't need you!! Who asked you!?? My uncle thinks Spider-man is a disfigured freak and that's why he wears a mask. And he looks fat lately.
Oh my God. Oh man...why do I bother? Who *are* these people?
This was posted, like, four seconds after the--
Don't scroll down, *don't scroll down*. Don't- oh!! You scrolled down.
Fat?
Do your homework. Stop this and do your home--
BLEE BLEE
Yello.
BOOP
Nice.
In my country, *'hello'* is a nice way to--
Shut up.
Leave!
BLEE BLEE
Hello!
Yes?
Uh, hi, is this Peter Parker?
This is...Kitty Pryde.

Uh, do you remember me?
How did you get this number?
Information.
Oh.
Um, yeah, sorry to just call you out of the blue and all but I was wondering...
Hello?
What are you doing tomorrow?
Uh, school.
I mean, like, after that.
Why? Is everything okay?
Yeah. No. What?
Is there something going on with Wolverine again, or--
No, no, no this is, um, like, I'm asking if you want to hang out with me, like, uh, after school.
With the X-Men?



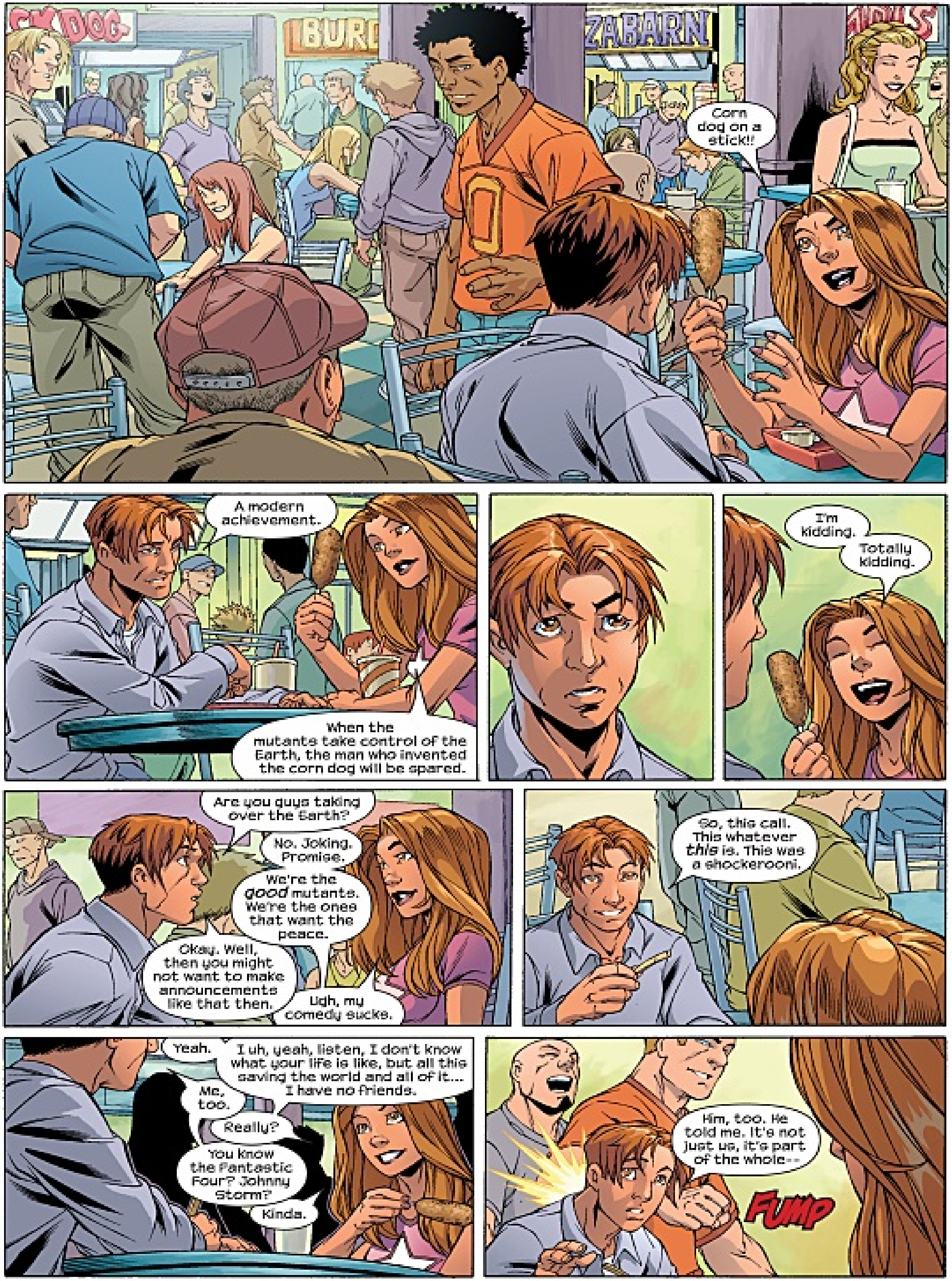
No. Just... me.
Like for fun?
Yeah...
Really?
Yeah.
I *did*, but I don't anymore.
It's a whole thing. But no-- I do *not* have a girlfriend.
Man, I'm sorry I worded it that way. I was just--
No, it's okay. I under--
What time do you get out of class?
Like 3:30.
You want to meet there or--?
Yeah, sure, yeah.
Okay.
Hey, um, don't--
What?
Don't come in costume. Or uniform or whatever you guys call what you--

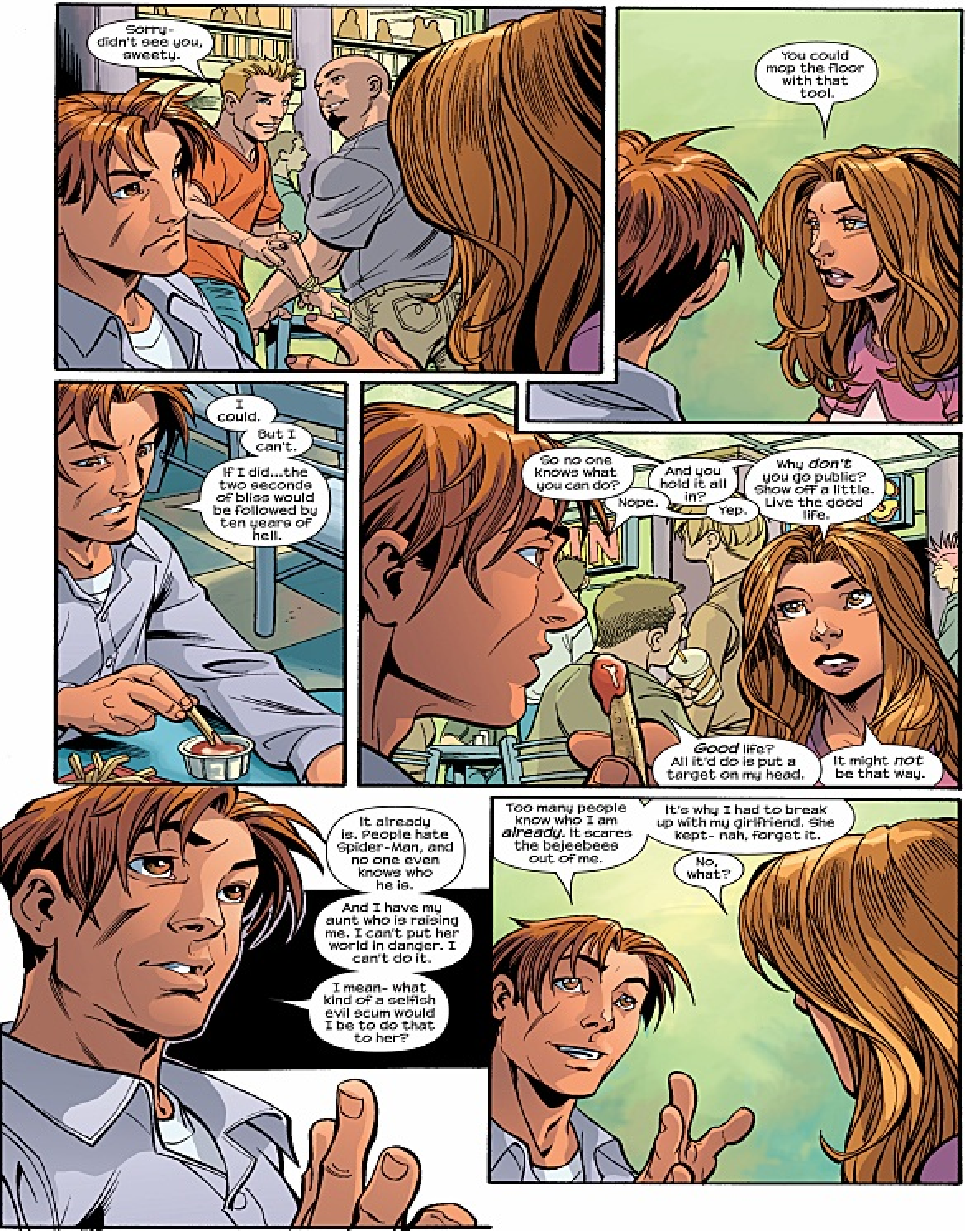

Uh, yeah... yeah!
Really?
Yeah.
You don't have a girlfriend, do you?
No.
You promise?
Oh, I know that... duh.
Okay, just making sure. I've had some close calls and--
Yeah, I was there for a couple of them.
That is true.
But you know, if not for those I wouldn't have-- um, so 3:30 where?
Midtown High. Queens.
Okay.
Okay. Um, Kitty?
Yeah.
Thanks for-- thanks for calling like this. This was pretty cool of you.

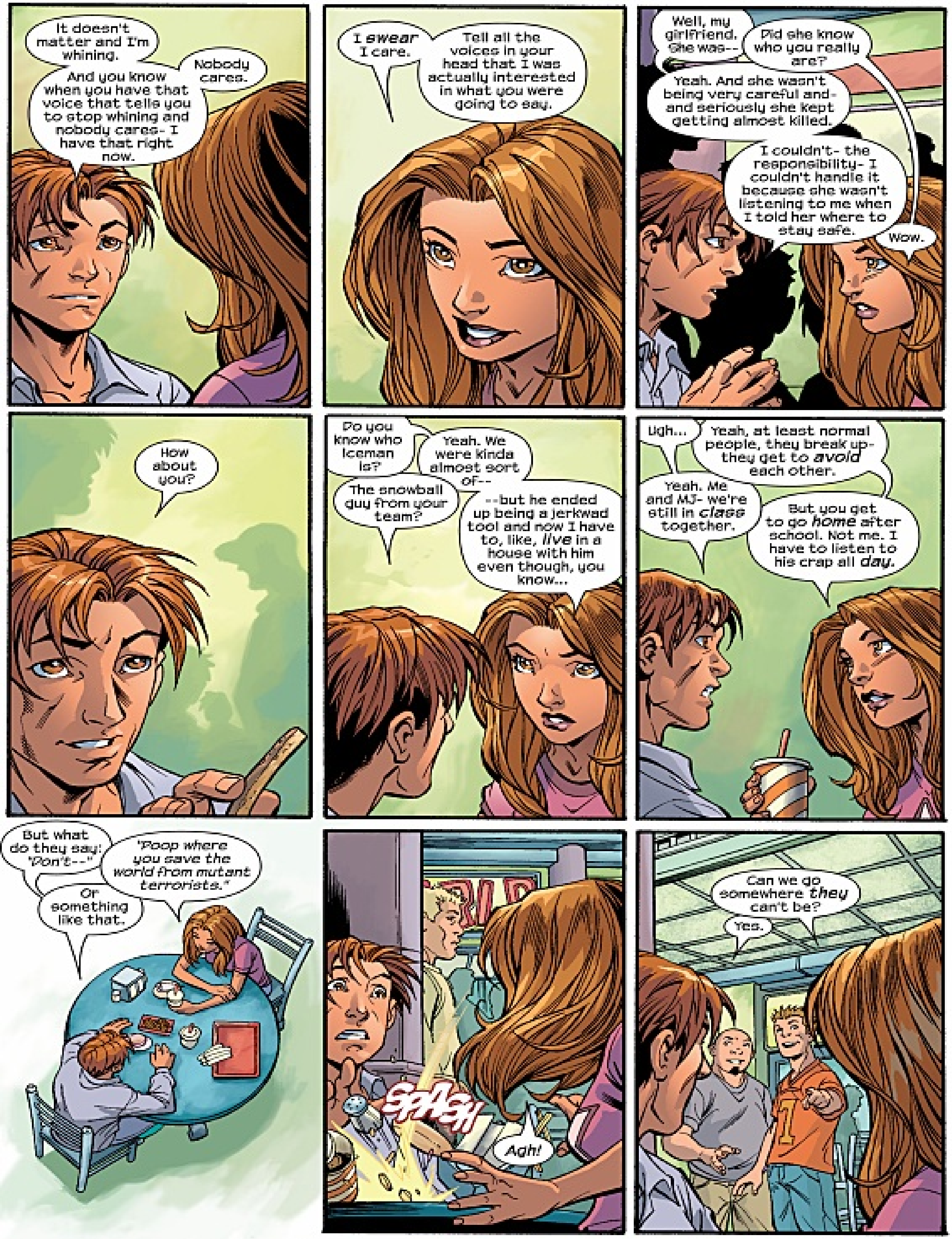
Goggle
X-MEN
I'm Feeling Lucky

MIDTOWN HIGH SCHOOL

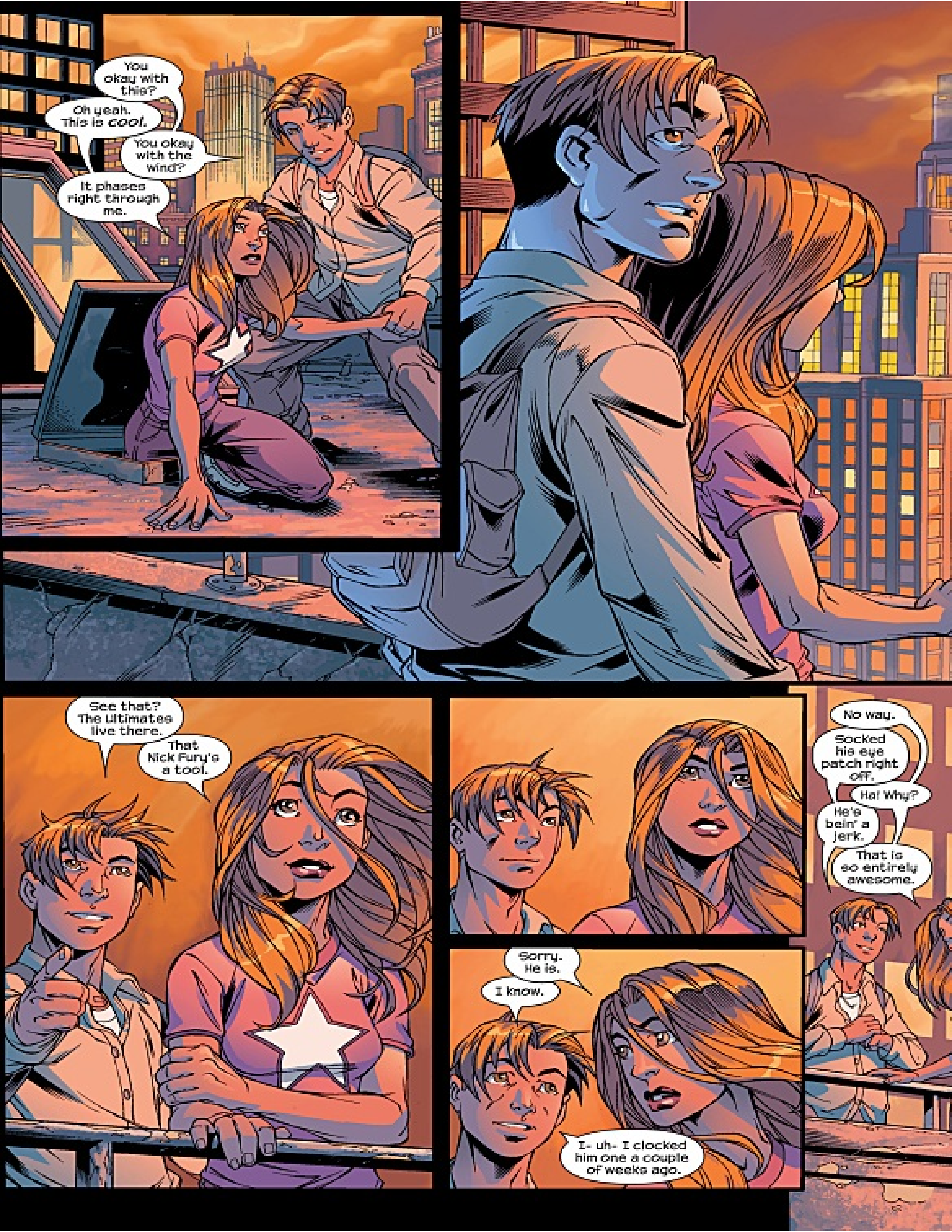
Hi.
You showed.
Of course.
Wow.
This is high school, huh?
I've been here four seconds and I hate everyone.
Well, then you've now learned everything you'll ever learn in high school.
So...
Is there, um, a plan for the evening?
There is no plan. Do you have a plan?
I have no plan.
What do these other "people" do after school?
Well...

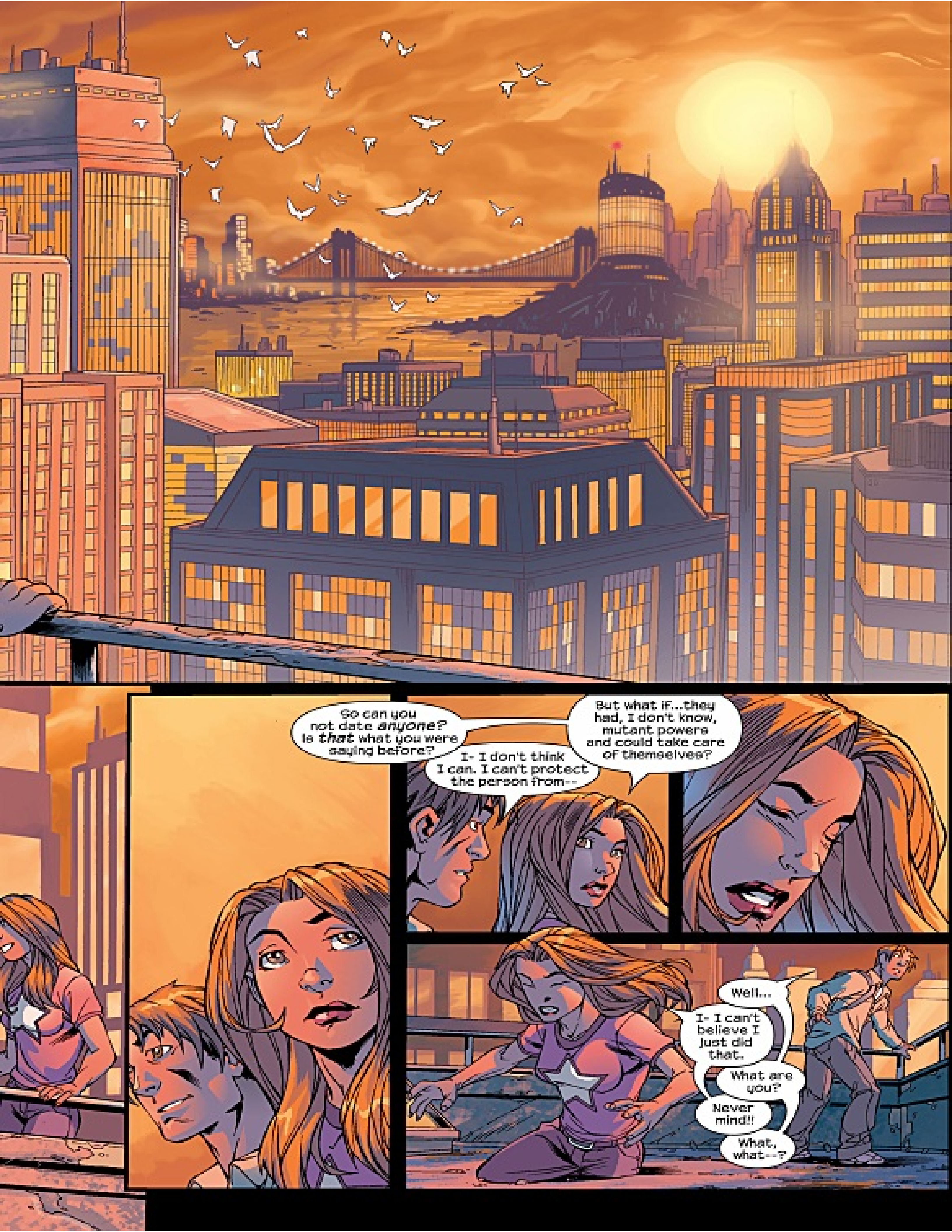

Corn dog on a stick!!
A modern achievement.
When the mutants take control of the Earth, the man who invented the corn dog will be spared.
I'm kidding.
Totally kidding.
Are you guys taking over the Earth?
No. Joking. Promise.
We're the *good* mutants. We're the ones that want the peace.
Okay. Well, then you might not want to make announcements like that then.
Ugh, my comedy sucks.
So, this call. This whatever *this* is. This was a shockerooni.
Yeah.
I uh, yeah, listen, I don't know what your life is like, but all this saving the world and all of it.... I have no friends.
Me, too.
Really?
You know the Fantastic Four? Johnny Storm?
Kinda.
Him, too. He told me. It's not just us, it's part of the whole--
FUMP


Sorry- didn't see you, sweety.
You could mop the floor with that tool.
I could.
But I can't.
If I did...the two seconds of bliss would be followed by ten years of hell.
So no one knows what you can do?
Nope.
And you hold it all in?
Yep.
Why *don't* you go public? Show off a little. Live the good life.
Good life? All it'd do is put a target on my head.
It might *not* be that way.
It already is. People hate Spider-Man, and no one even knows who he is.
And I have my aunt who is raising me. I can't put her world in danger. I can't do it.
I mean- what kind of a selfish evil scum would I be to do that to her?
Too many people know who I am *already*. It scares the bejeebees out of me.
It's why I had to break up with my girlfriend. She kept- nah, forget it.
No, what?

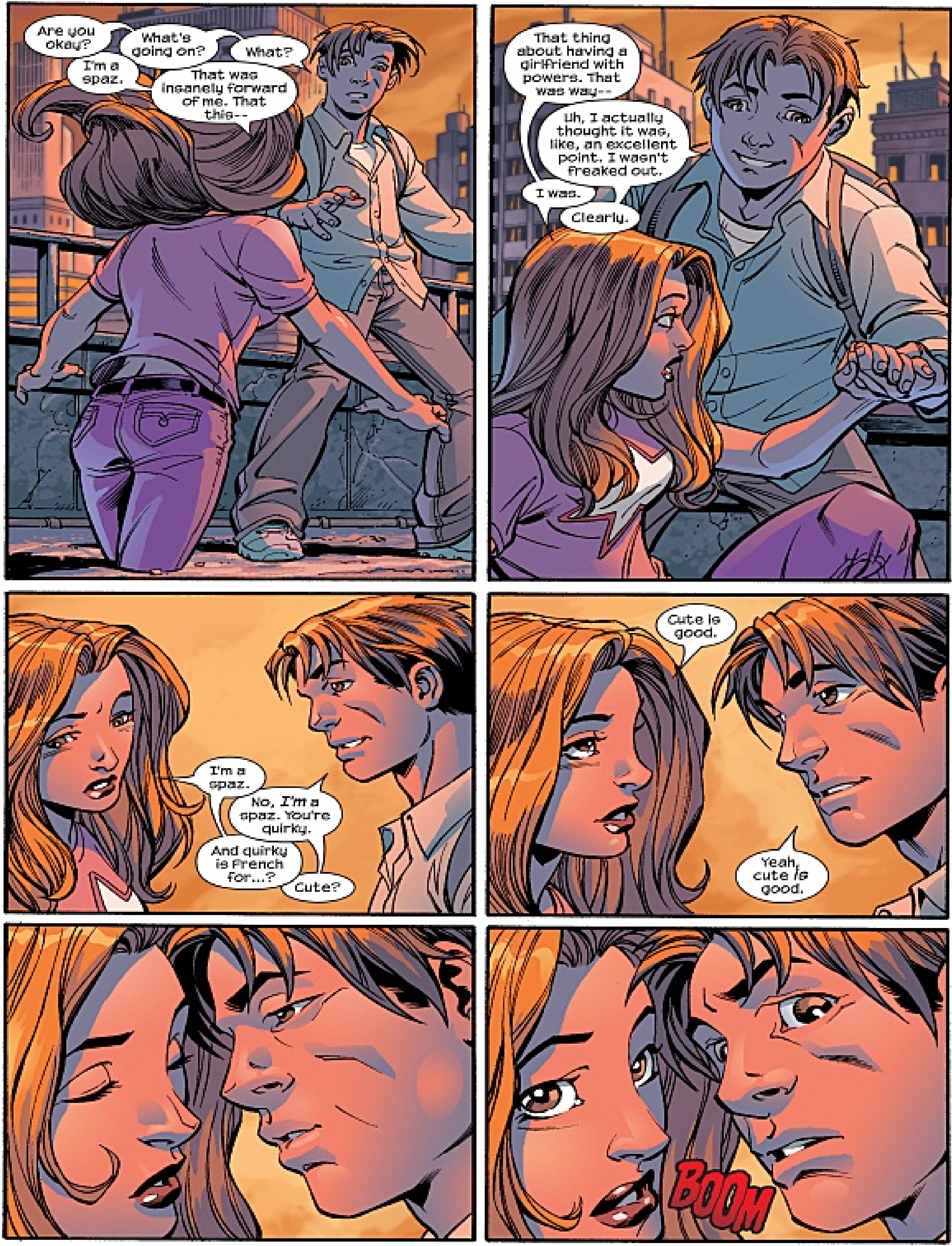


It doesn't matter and I'm whining.
Nobody cares.
And you know when you have that voice that tells you to stop whining and nobody cares- I have that right now.
I *swear* I care.
Tell all the voices in your head that I was actually interested in what you were going to say.
Well, my girlfriend. She was--
Did she know who you really are?
Yeah. And she wasn't being very careful and- and seriously she kept getting almost killed.
I couldn't- the responsibility- I couldn't handle it because she wasn't listening to me when I told her where to stay safe.
Wow.
How about you?
Do you know who Iceman is?
The snowball guy from your team?
Yeah. We were kinda almost sort of--
--but he ended up being a jerkwad tool and now I have to, like, *live* in a house with him even though, you know...
Ugh...
Yeah. Me and MJ- we're still in *class* together.
Yeah, at least normal people, they break up- they get to *avoid* each other.
But you get to go *home* after school. Not me. I have to listen to his crap all *day*.
But what do they say! "Don't--"
Or something like that.
"Poop where you save the world from mutant terrorists."
SPASH
Agh!
Can we go somewhere *they* can't be?
Yes.


You okay with this?
Oh yeah. This is *cool*.
You okay with the wind?
It phases right through me.
See that? The Ultimates live there.
That Nick Fury's a tool.
Sorry. He is.
I know.
I- uh- I clocked him one a couple of weeks ago.
No way.
Socked his eye patch right off.
Ha! Why?
He's bein' a jerk.
That is so entirely awesome.

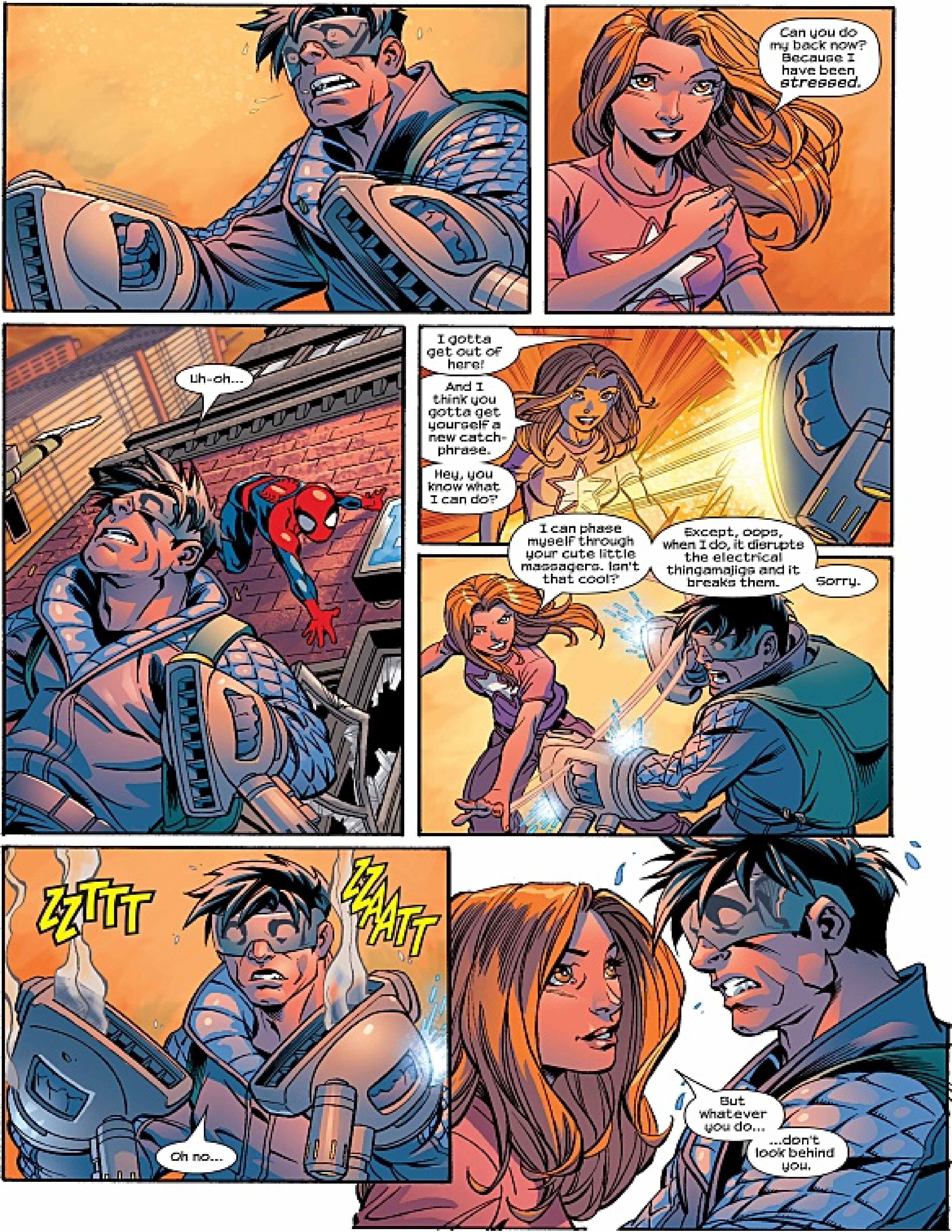

So can you not date anyone? Is that what you were saying before?
I- I don't think I can. I can't protect the person from--
But what if...they had, I don't know, mutant powers and could take care of themselves?
Well...
I- I can't believe I just did that.
What are you?
Never mind!!
What, what--?

Idiot.
Hello?
Loser!
You fought Magneto for God's sake, what's your damage?
(Should I leave?)
Don't leave.


Are you okay?
What's going on?
What?
I'm a spaz.
That was insanely forward of me. That this--
That thing about having a girlfriend with powers. That was way--
Uh, I actually thought it was, like, an excellent point. I wasn't freaked out.
I was.
Clearly.
I'm a spaz.
No, *I'm* a spaz. You're quirky.
And quirky is French for...?
Cute?
Cute is good.
Yeah, cute *is* good.
BOOM

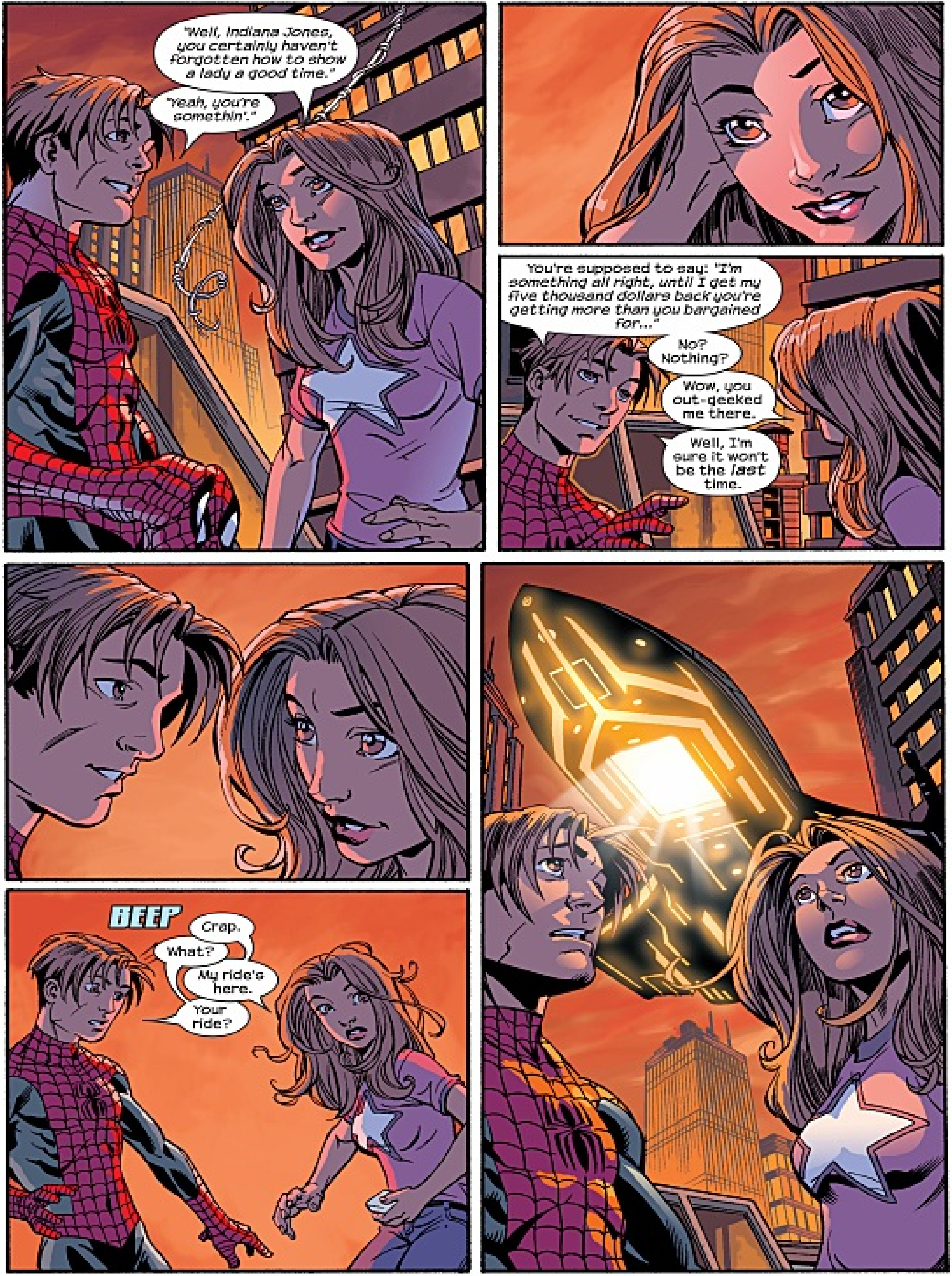
Whoah.
I gotta go check it out. Will you wait--?
I'll *come.*
No, I can do this--
Dude, I'm a super hero, too. Let me swing there with you.
But you might--
What?
I don't want you to get hurt.
Hey.
I can't get hurt.
Whoah.
You're right. Sorry.
WHOOO HOOO!!!

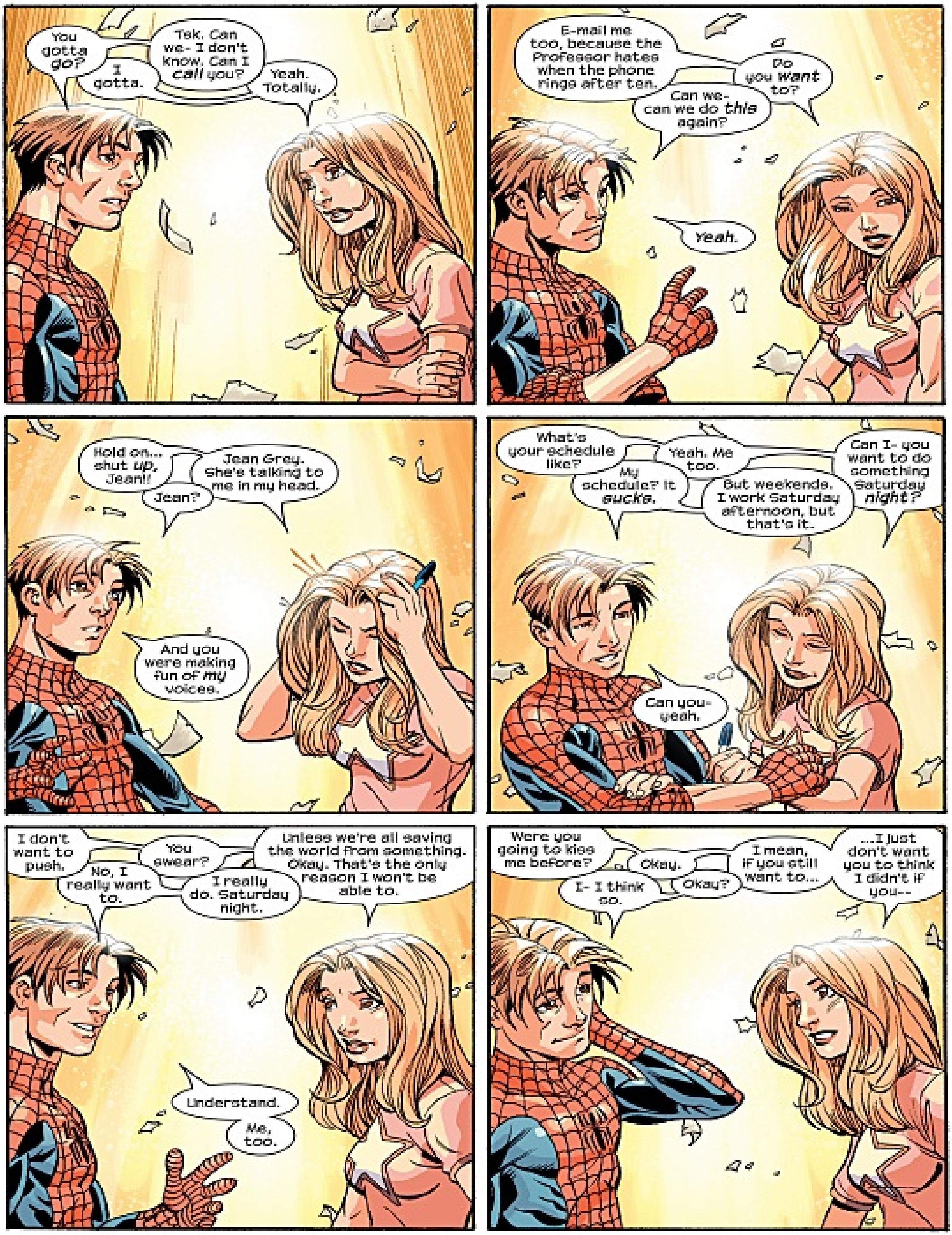
Back the $%^# up!! I am not kidding around this time!!
I'm walking out of here!!!
So get out of my way!!!
Glyaaggh!!
Gsshhh!!
Now step the %@&# off!!
I'm not joking!!
You kinda *look* like you're joking.
I gotta get outta here!!

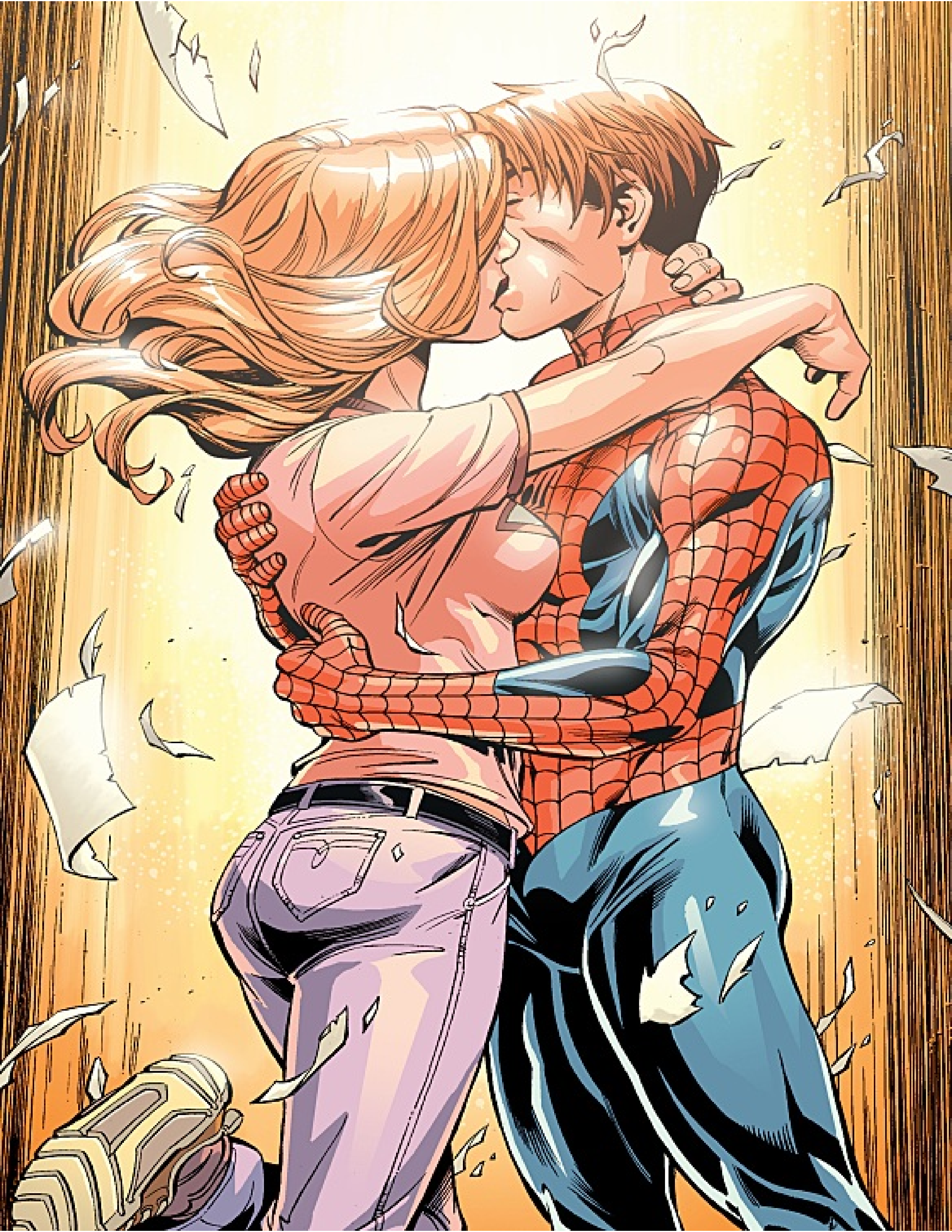

Can you do my back now? Because I have been *stressed*.
Uh-oh...
I gotta get out of here!
And I think you gotta get yourself a new catch-phrase.
Hey, you know what I can do?
I can phase myself through your cute little massagers. Isn't that cool?
Except, oops, when I do, it disrupts the electrical thingamajigs and it breaks them.
Sorry.
ZZTTTT
ZZAATTT
Oh no...
But whatever you do...
...don't look behind you.

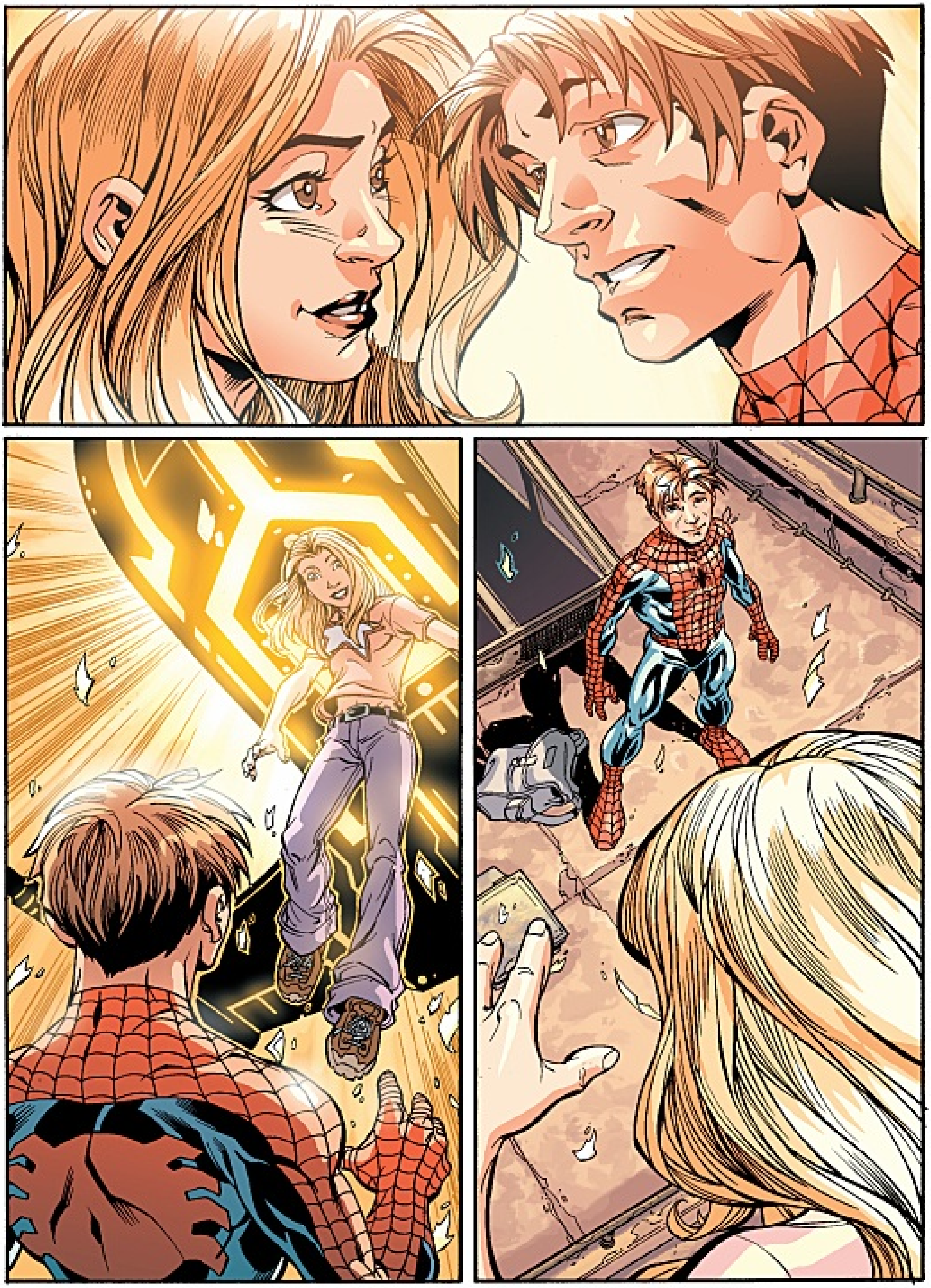
Hi, Herman...
AAAIIEE!!
OhmyGod
OhmyGod
OhmyGod
Ladies and gentlemen...
The amazing Spider-Man!!

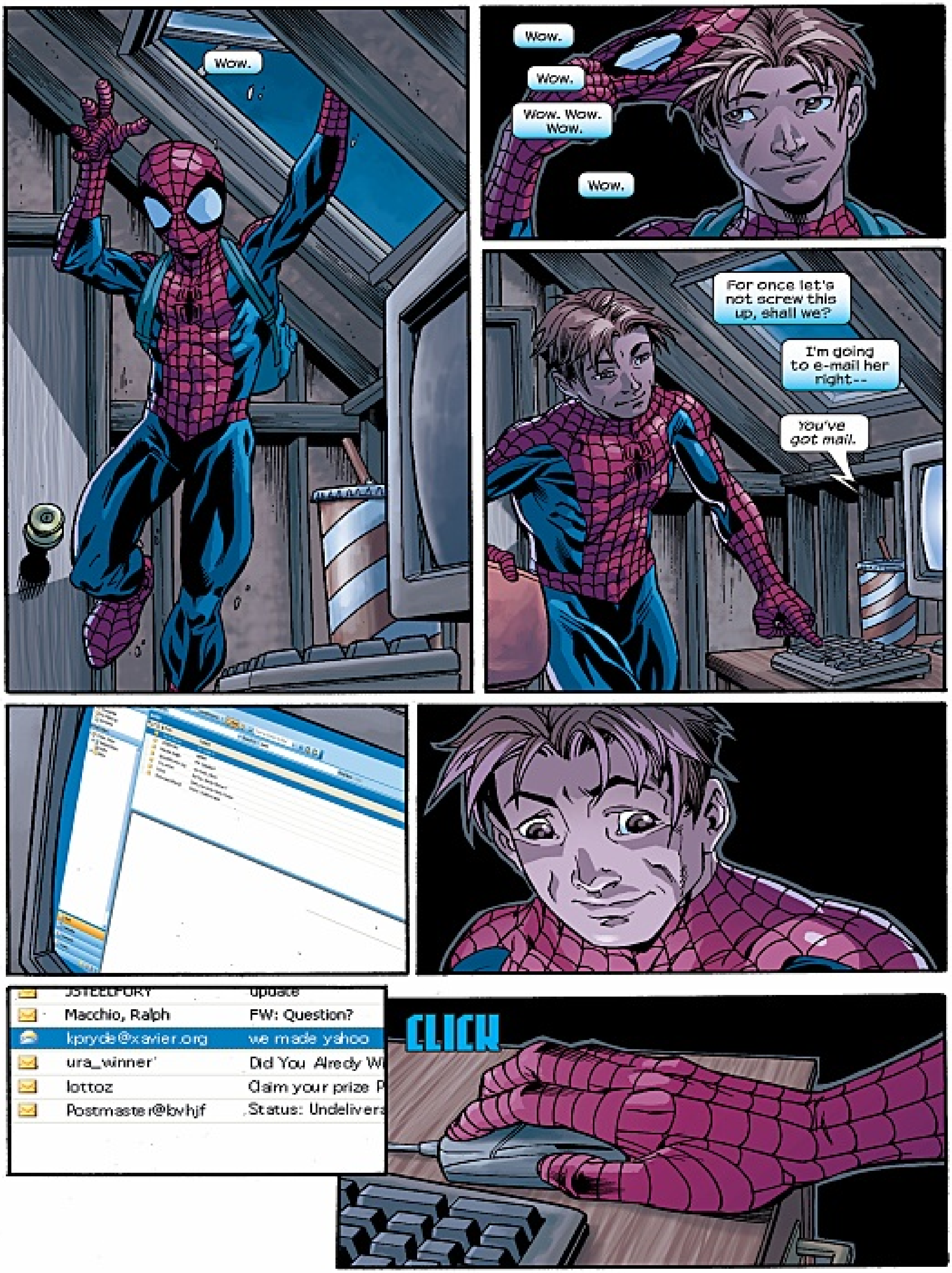
YEAH!!!
See, they like you.
Cute.
Shall we?
CLAPCLAPCLAPCLAPCLAPCLAPCLAPCLAP

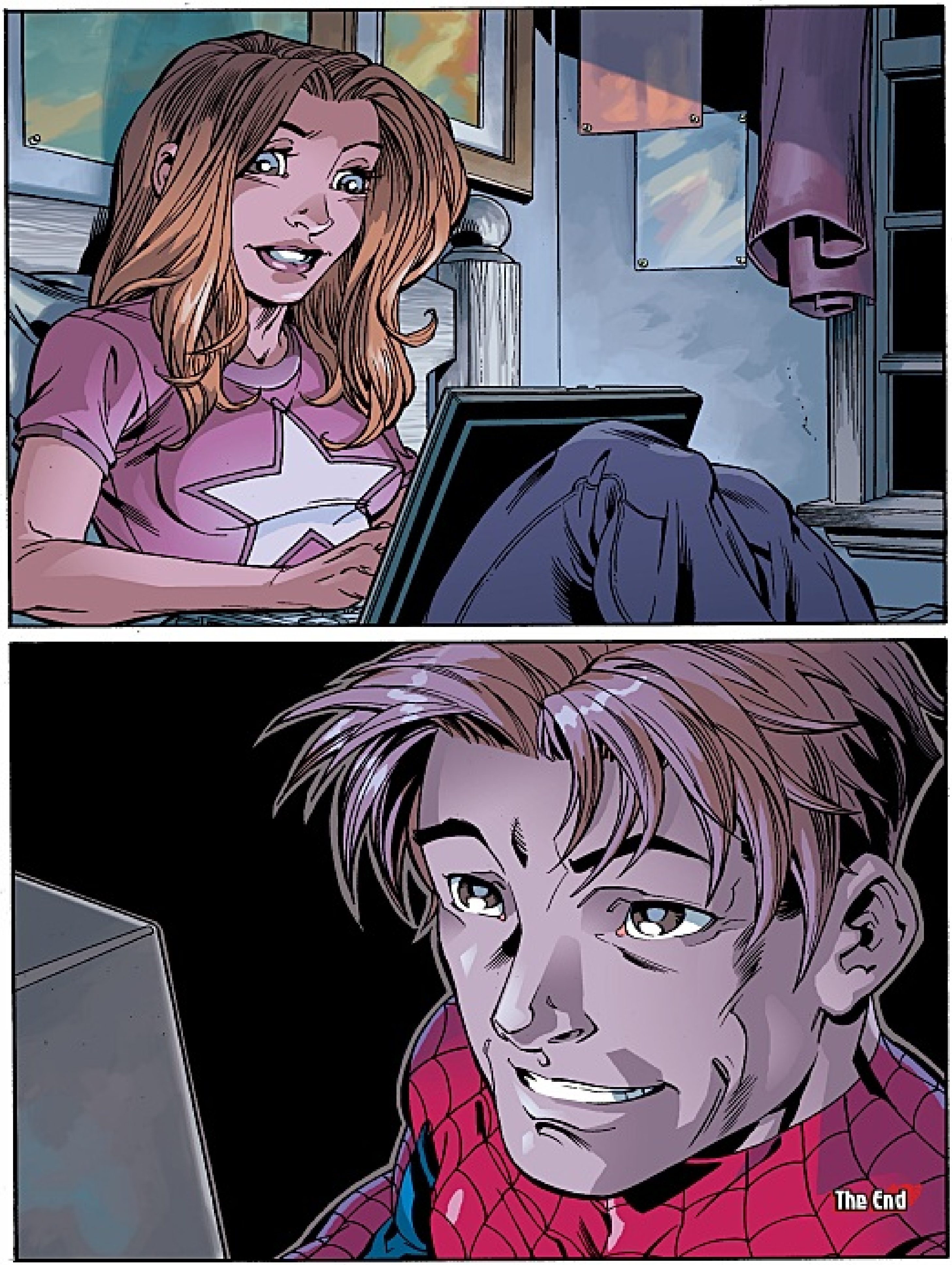

"Well, Indiana Jones, you certainly haven't forgotten how to show a lady a good time."
"Yeah, you're somethin'."
You're supposed to say: "I'm something all right, until I get my five thousand dollars back you're getting more than you bargained for..."
No? Nothing?
Wow, you out-geeked me there.
Well, I'm sure it won't be the last time.
BEEP
Crap.
What?
My ride's here.
Your ride?


You gotta *go?*
I gotta.
Tsk. Can we- I don't know. Can I *call* you?
Yeah. Totally.
E-mail me too, because the Professor hates when the phone rings after ten.
Can we- can we do *this* again?
Do you *want* to?
Yeah.
Hold on... shut *up,* Jean!!
Jean?
Jean Grey. She's talking to me in my head.
And you were making fun of *my* voices.
What's your schedule like?
My schedule? It *sucks.*
Yeah. Me too.
But weekends. I work Saturday afternoon, but that's it.
Can I- you want to do something Saturday *night?*
Can you- yeah.
I don't want to push.
No, I really want to.
You swear?
I really do. Saturday night.
Unless we're all saving the world from something. Okay. That's the only reason I won't be able to.
Understand.
Me, too.
Were you going to kiss me before?
I- I think so.
Okay.
Okay?
I mean, if you still want to...
...I just don't want you to think I didn't if you--






Wow.
Wow.
Wow.
Wow. Wow. Wow.
Wow.
For once let's not screw this up, shall we?
I'm going to e-mail her right--
You've got mail.
Macchio, Ralph FW: Question?
kpryde@xavier.org we made yahoo
ura_winner' Did You Alredy W
lottoz Claim your prize P
Postmaster@bvhjf Status: Undeliver
CLICK


The End

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